

APPLICATION for NOMINATION to the BOARD OF DIRECTORS

I, _____ have read and understand the following
(please print name)

criteria from the Highland Shores Children's Aid By-Laws to be eligible for appointment as a Director. I declare that I meet the criteria on this form. I agree to abide by the By-Laws of HSCA as they apply to my membership in the Society and in my role as a Director on the Board of the Society.

I hereby consent to being nominated to the Society's Board of Directors.

(Signature of Nominee)

(Date)

Contact Information			
Home Information		Business Information	
Address		Address	
Phone (home)		Phone (work)	
Phone (cell)		Phone (cell)	
Email		Email	

Signature of Nominators (2 Society members are required) <i>To be signed by Members of the Nominating Committee at the time of interview</i>		
Nominated by Member of Society: <small>Please Print Name</small>	(Signature)	Date
Nominated by Member of Society: <small>Please Print Name</small>	(Signature)	Date

BOARD OF DIRECTORS – REFERENCES

Please provide HSCA with three (3) references we may contact [name, title (if appropriate), contact phone number]:

1. _____
2. _____
3. _____

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I, _____, hereby acknowledge that, in connection with the pursuit of a Board Member appointment, reference checks on my past volunteer or other interests will be conducted by the Highland Shores Children's Aid Society. My signature below will serve as my authorization for the HSCA to seek reference checks on the names I have provided for the purposes expressed above.

Signature

Date

Excerpt from the HSCA By-Laws Director Criteria

5.03 Qualifications

Upon approval of the Board of Directors in accordance with the following, persons who meet all of the following are eligible to be admitted as members and elected as directors:

- (a) Are an individual who is eighteen (18) years of age or over and resides, works or carries on business in the area served by the Society, and is not employed by the Society;
- (b) Are an individual who supports the mission and goals of the Society
- (c) Are an individual who has been approved pursuant to the then current policies and procedures for safety screening applicable to directors;
- (d) Will not be on the current foster parent or volunteer roster, or be the partner, as herein defined, of anyone who is;
- (e) Do not have a child in the care of the Society placed with them on adoption probation, or be on the prospective adoptive parent roster, or be the partner (as herein defined) of anyone who is;
- (f) Are not a former employee of the Society unless three (3) full membership years have elapsed from the end of the membership year in which they retired or otherwise ceased to be an employee, or be the partner (as herein defined) of anyone who is or was;
- (g) Will not be a person with whom the Society is involved pursuant to Part V of The Child, Youth and Family Services Act, 2017 or with whom the Society has been so involved unless three (3) full membership years have elapsed from the termination of such involvement, or be the partner (as herein defined under section 1.0: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification.
- (h) Are not subject in any way to any court order made pursuant to Part V of The Child, Youth and Family Services Act, 2017, or a former such subject person unless three (3) full membership years have elapsed from the end of the membership year in which they ceased to be such a subject person, or be the partner (as herein defined under section 1.01: Interpretation) of anyone who is or was, provided that the Board in its sole and unfettered discretion may waive such disqualification;
- (i) Do not have an existing contract for services with the Society or be the partner (as herein defined under section 1.01: Interpretation) of anyone who does;
- (j) Are not an officer, director, Board member or employee of a provincially-certified or federally-certified union, or the partner (as herein defined under section 1.01: Interpretation) of anyone who is;
- (k) Are not an undischarged bankrupt or a mentally incompetent person;

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- (l) Will not be a solicitor acting for the Society or for any client of, or party potentially adverse in interest to, the Society, or be the partner (as herein defined under section 1.01: Interpretation) of any such solicitor; and
- (m) Are not an employee or business partner of any accounting firm appointed as auditor of the Society, currently or for the past three (3) fiscal years, or the partner (as herein defined under section 1.01: Interpretation) of any such employee or business partner.

Any applicants for membership must complete an application form which shall be subject to approval from the Board of Directors of the Society in its sole discretion and may include a written commitment to the missions and goals of the Society.

6.05 Election or Appointment of Directors – Each director shall be elected by the members at an annual meeting of the Society, or if required by the circumstances at a general meeting of the Society, provided however that the Board may appoint a replacement director in the event of a mid-term vacancy. Any replacement director, whether elected by the members or appointed by the Board shall be elected or appointed as the case may be for the balance of the term then remaining of the director whom they are replacing pursuant to this By-Law, section 6.08: Nomination of Directors.

6.06 Re-Election/Re-Appointment Limitation

- (a) Subject to the provisions of clause (b) below, no person shall be nominated or elected as a director for a term of office which when combined with cumulative actual service as a director, would exceed nine (9) years, (as herein defined) in total. Appointed positions to the Board are not subject to any term limitation;
- (b) Notwithstanding the foregoing, the board may from time to time, on a special resolution (s. 7.09), extend the term of a Director beyond the limit in keeping with the best interests of the Society corporation.
- (c) After the lapse of the three (3) full membership years from the end of the membership year during which a director resigned or otherwise ceased to be a director, and irrespective of the total number of years of service as a director, the former director shall be eligible to serve again as director for further terms cumulatively totalling nine (9) years (as herein defined);

6.07 Nomination of Directors - The Chair of the Governance and Community Relations Committee or their designate, shall present to the members at the annual meeting, or if the circumstances require it at a general meeting, a slate of candidates for all actual or anticipated vacancies for the office of director. Such slate shall be drafted by the Governance and Community Relations Committee for approval by the Board prior to presentation to the members.

When mid-term vacancies occur on the Board, the Governance and Community Relations Committee shall recommend candidates to the Board for the purpose of appointment to fill those positions.

6.08 Consent of Director - A person who is elected or appointed as a director does not become a director unless:

- (a) they were present at the annual or general meeting when elected, and consented to act as a director;
- (b) where they were not present at the annual or general meeting when elected either had consented to act as a director before their election or has consented to act within ten (10) days thereafter; and
- (c) where they are appointed by the Board to fill a vacancy, had consented to act as a director before their appointment.

For the purposes of Subsection 6.08 “Consent of Director”, the expression “consented to act as a director” means not only that they are willing to allow their name to stand for election or appointment as a director, but also is an express representation that they are eligible to hold office in accordance with the eligibility requirements set out in Subsection 6.07 “Nomination of Directors”, and if elected or appointed, is an express undertaking to notify the President if they subsequently no longer meet those eligibility requirements and to execute the oath of confidentiality.

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Any such consent must be in writing, shall expressly include the person's representation and undertakings set out immediately above including the full content thereof, and must be witnessed by two members of the nominating committee. A written consent is only required for the initial election of any person as a director.

A person who is elected or appointed as a director prior to having consented to act as a director and who fails to do so as provided in clause b) above, shall be deemed not to have been elected or appointed as a director.

6.09 Method of Election of Directors - If the total number of candidates nominated for the office of director pursuant to subsection 6.07 "Nomination of Directors" is equal to or less than the number of directors to be elected, the election shall be conducted by show of hands; otherwise the election shall be conducted by secret ballot.

6.10 Removal of Directors - The members may, by resolution passed by a least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to propose a resolution to remove one or more directors has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any member in their stead for the remainder of their term.

Such notice of intention set out in the notice of meeting to members shall not in any way identify the director(s) who are the subject(s) of any such proposed resolution.

A resolution to remove a director shall name the subject director and be limited to removal of that specific director, and voting on any such resolution shall be separate from voting on any other matter and shall be conducted by secret ballot.

The nomination and election of any replacement director shall be conducted in accordance with all applicable provisions of Section 6.

6.11 Suspension of Director – Discretionary - A director may be suspended by resolution passed by two-thirds (2/3) majority of the Board of Directors:

- (a) if they are under investigation for, or charged with, a criminal offence; or
- (b) if, following investigation, it is determined by the Board that they are in material breach of the then current Directors' Code of Conduct.

No such suspension shall continue for more than one hundred and twenty (120) days, unless the Board of Directors has given the requisite notice of its intention to propose a resolution to remove the director as set out in Subsection 6.10 "Removal of Directors", in which case the suspension shall continue until the matter is dealt with in accordance with Subsection 6.10.

6.12 Suspension of a Director – Automatic - A director shall be suspended automatically if they are the subject of a child protection investigation in which it is alleged they have harmed a child pursuant to Part V of The Child, Youth and Family Services Act, 2017.

No such suspension shall continue for more than one hundred and twenty (120) days, unless the Board of Directors has given the requisite notice of its intention to propose a resolution to remove the director as set out in Subsection 6.11 "Suspension of Director – Discretionary", in which case the suspension shall continue until the matter is dealt with in accordance with Subsection 6.10 "Removal of Directors".

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- 6.13 Non-Remuneration of Directors** - No director shall receive remuneration from the Society for acting as such, however may be reimbursed, in accordance with the then current policies and procedures, for reasonable out-of-pocket expenses incurred while discharging their duties as a director.
- 6.14 Conflict of Interest** - Every director owes a fiduciary duty to the Society and is under an obligation to act in the utmost good faith towards the Society in their dealings with it or on its behalf. No director shall place themselves in a position where there is a conflict between their duties as director and their other interests.

Every director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Society or who otherwise has a conflict of interest shall declare their interest fully at the next meeting of the Directors and shall absent themselves from any and all deliberations in respect of, and shall refrain from voting on, any matter on which they have declared a conflict.

Every disclosure of interest shall be recorded in the minutes of the meeting.

- 6.15 Functions and Responsibilities** - The Board of Directors will use the Governance Policies and Procedures as a guideline to assist the Board of Directors.

Orientation & Training

All Board Members will receive orientation and training;

Duties/Conduct

Directors will be a member of one or more Committees and be aware of current issues affecting the Society and social services community;

Functions/Committees

The Board of Directors is responsible for the overall guidance of the organization in terms of policy development, planning, monitoring of quality and effectiveness, management of the Executive Director and advocacy on behalf of the children served by the organization.