

**COMMUNITY FUTURES DEVELOPMENT CORPORATION
OF THE SUNSHINE COAST**

**BOARD OF DIRECTORS
SUCCESSION PLANNING POLICY**

Policy Statement

Succession planning is imbedded in the culture of the organization. It begins with a “Board of Directors Recruitment Policy”, and encompasses the knowledge and expertise of members of the community within the Standing Committee structure of the Board. More specifically, it embodies education and professional development for all Directors and Committee Members and provides leadership development for Directors who are prepared to commit to assuming the responsibilities of Chair and other leadership positions in the organization.

Recruitment of Incoming Directors

The recruitment and nomination of Directors to the Board is the responsibility of the “Nominating and Corporate Governance Committee”. Recruitment begins in January of each year in accordance with the “Board of Directors Recruitment Policy”. The recruitment must include a direct communication with community members on Standing Committees to determine expressions of interest to becoming Directors. Notice for soliciting candidates for the position of Director from the community at large may be placed in the local newspapers, website and social media throughout the recruitment period and solicitation of candidates through personal contacts is encouraged.

The slate of nominees for Director will be put forward by the Committee Chair at the May meeting of the Board, and will be confirmed at the June meeting of the Board. The swearing in of the new Board of Directors will take place at the Annual General Meeting of the Corporation in June of each year.

A supplementary slate of community candidates for possible inclusion within the Standing Committee structure should be developed and provided to the Standing Committee Chairs for appointment.

Orientation of New Directors and Committee Members

The thorough orientation of new Directors and Standing Committee Members is fundamental to the building of a strong and cohesive Board and a functional Corporation. All newly appointed Directors and Standing Committee Members will receive an orientation package prior to attending the September Board and Committee Meetings, and will be invited to attend an orientation session to be presented by the Nominating and Corporate Governance Committee, the Executive Director and Senior Staff in advance of the October Board and Committee Meetings. For those new Directors or Committee Members who are unable to attend the orientation session it then becomes the responsibility of the Executive Standing Committee or the Standing Committee Chairs to ensure that new members are effectively integrated within the Board and Committee processes.

Each new Director or Committee Member shall be linked to an existing Director as a liaison and mentor. The mentor-mentee relationship can differ among individuals yet the following guidelines are suggested:

- The mentor and mentee can meet before and after Board meetings for 10 minutes for a check in around any agenda items.
- The mentor will agree to accept questions by email for the new Director. When appropriate, questions can be kept in a folder and given to the Nominating and Corporate Governance Committee for use in assessing training opportunities.

Whenever possible new Directors will be given the opportunity to become involved in smaller meetings, perhaps quarterly – e.g. a policy review meeting, business planning on a new service line or social enterprise, etc.

Election of Board Executive Officers

The annual nomination of a slate of Board Executive Officers is the responsibility of the Nominating and Corporate Governance Committee. The Board Executive Officers to be nominated are:

- Chair
- Vice Chair
- Treasurer/Audit Liaison

The slate of nominees will be put forward by the Committee Chair at the May meeting of the Board, and will be supplemented by a call to the Board of Directors for any additional nominations. Any eligible Board Director may put their name forward at that time to stand for any Board Executive Officer position.

The election of Board Executive Officers will take place at the June Board Meeting. All voting for Board Executive Officer positions will be by secret ballot, and the Executive Director will coordinate the election process.

A maximum term of two years will apply to any Board Executive Officer position, although this requirement could be waived one time for a further one-year term by a resolution of the Board. This exemption would apply to the nomination only and the Director so nominated would still stand for re-election in the prescribed manner. The lone exception to the foregoing requirement is the Treasurer/Audit Liaison position that will be governed by the Board of Directors at its pleasure or by the length of term limitation imposed on Directorship by the “Board of Directors Recruitment Policy”.

As incoming Executive Members are identified current Executive Officers are encouraged to take on the mentorship and preparation of that junior Director. For example, the current Treasurer will mentor and prepare the incoming treasurer. Guidelines for mentorship should be tailored depending on the Office and the mentees background and experience. Activities can include shadowing during meetings, out-of-office meetings, online discussion threads and a general openness of support by the mentor to the mentee.

Standing Committee Chairs

The Standing Committees of the Board are:

- Executive/Finance/Personnel
- Nominating and Corporate Governance
- Investment and Loan

The Executive Standing Committee will be chaired by the Vice Chair of the Board, and the Nominating and Corporate Governance Committee will be chaired by a Director as appointed by the Board of Directors.

The nomination of Chairs for the other active Standing Committees is the responsibility of the Nomination and Corporate Governance Committee. A slate of nominees will be put forward by the Chair of that Committee at the May meeting of the Board, and will be supplemented by a call to the Board of Directors for any additional nominations. Any eligible Board Director may put their name forward at that time to stand for any Committee Chair position.

The election of Committee Chairs will take place at the June Board Meeting. All voting for Committee Chair positions will be by secret ballot, and the Executive Director will coordinate the election process.

In General those Directors elected to Chair Standing Committees will be Directors of the Corporation who have shown or continue to show the capacity to lead and direct while remaining part of a team. It is possible that a Director could Chair more than one Standing Committee, but such a circumstance should not be considered the norm. A Director may be re-elected as Chair any number of times, although the re-election should be based upon merit and should serve the best interests of the Corporation as a whole.

In the event of a resignation or termination of a Standing Committee Chair, the Nominating and Corporate Governance Committee will recommend to the Board the appointment of another Director to fill the position of Chair until the annual elections in June.

If in the opinion of the Nominating and Corporate Governance Committee a Standing Committee's interests are best served by electing Co-Chairs, then such a recommendation will be made to the Board, along with the nominees for Co-Chairs.

Executive Standing Committee

The Executive Standing Committee is comprised of the Board Executive Officers and the Chair(s) of each of the Standing Committees, with the Vice Chair of the Board acting as Committee Chair. The ex-officio member of the Committee is the Executive Director.

It is the purpose of this Committee to process and prioritize issues in advance of Board Meetings, and to oversee all financial and personnel matters related to the Corporation. Moreover, the Committee serves to support the Executive Director with respect to the

day-to-day operations of the Corporation, if requested, and maintains a liaison with the Chairs of other Standing Committees in order to provide advice or support, if required.

In the event of a resignation or termination of an Executive Standing Committee Member, the Nominating and Corporate Governance Committee will convene in advance of the next Board Meeting to consider nominating a replacement.

If a nominee is put forward, then that nominee will stand for election at the next Board Meeting in the manner prescribed under Election of Board Officers. If deemed necessary by the Nominating and Corporate Governance Committee, a Special Meeting of the Board of Directors could be convened for the specific purpose of electing a replacement Board Executive Officer.

If a nominee is NOT put forward then the Nominating and Corporate Governance Committee may recommend to the Board that the vacancy not be filled until the time set for annual elections. In the event a position is not filled the Nominating and Corporate Governance Committee will recommend for Board approval any amendments to the requirement for a quorum.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is comprised of at least four Directors, including the Chair of the Board. The Committee Chair is appointed and the remaining Committee Members are appointed by the Board of Directors at the June Meeting of the Board, based upon a slate of nominees put forward by the Chair of the Nominating and Corporate Governance Committee at the May meeting of the Board. In general, the list of nominees will be members of the Board, who have spent more than one term on the Board and with an interest in governance issues, and will include at least one other Board Executive Officer in addition to the Chair of the Board.

The purview of this Committee will be to direct the Board in matters related to Board Governance, and in particular to those matters governed by the Corporation's policies on "Board of Director Recruitment" and "Board of Directors Succession Planning". In addition, the Committee will lead the Board in the ongoing review and development of Corporate policies and will assume the responsibility of maintaining a written historical record of the Corporation.