



MEMORANDUM

Date: Wednesday, April 23, 2014
To: CAPG Members
From: Alok Mukherjee, Chair, Nominations Committee
Subject: Call for Nominations to the CAPG Board of Directors

On behalf of the CAPG Nominations Committee, I am pleased to invite nominations to the association's Board of Directors for 2014-2015. The Nominations Form is attached as **Schedule A**.

This is an important responsibility of our members. The effectiveness and success of our association depends on the strength and quality of our volunteer Board. It is up to you to propose nominees who will bring the necessary competencies and commitment.

I. The New Governance Structure

As members will recall, the past two years have been a significant period of organizational renewal. As a result of decisions made by you at last year's AGM on recommendations from your Board of Directors in order to bring us into compliance with the new federal *Not-for-Profit Corporations Act*, we have a new name, new governance framework, revised By-laws and Operating Procedures, and an expanded Board of Directors. CAPG bylaws can be [downloaded here](#).

This new framework will govern the composition of the 2014-2015 Board of Directors. I would like to set out the elements of this new structure.

1. Nominations Committee is struck at least 90 days prior to the Annual General Meeting (the AGM is scheduled to be held on Friday, August 22, 2014).
2. Nominations Committee issues call for nominations with a **closing date of Friday, June 6, 2014**.
3. Nominations Committee receives nominations, identifies eligible nominees, interviews them and prepares list of qualified candidates by Friday, June 20, 2014.
4. Nominations Committee sends out numbered ballots by mail on Monday, June 23, 2014.
5. Members return completed numbered ballots in sealed anonymous envelopes by mail to the independent scrutineer, Majid Erfani, CA, to be received no later than **Friday, August 1, 2014**.
6. Three scrutineers, employees of Abacus Chartered Accountant, will count ballots and declare the successful candidates not less than fifteen (15) days before the AGM, Thursday, August 7, 2014.

7. Members ratify the slate of Directors for 2014-2015 at the AGM, to be held in Halifax on Friday, August 22.

II. Openings on the 2014-2015 Board of Directors

Under this new governance structure, the term of each Director is one (1) year. This means that the Members elect the full Board every year. While Directors are eligible to hold office for a maximum of six (6) consecutive terms (six (6) years), each Director must be elected or re-elected each year¹.

At the 2013 Annual General Meeting, it was decided to add a minimum of two (2) additional seats to the Board, to accommodate the inclusion of Manitoba, as well as increase the representation from First Nations. Under the new rules (the *Canada Not-for-profit Corporations Act*), the Members must pass a resolution 'fixing' the number of directors to be elected at the next annual meeting. Therefore, a motion to increase number of directors on the Board to fifteen (15) Directors (up from the current thirteen (13)), will be brought to the Members at the Annual General Meeting. It is likely that this type of resolution will become common for the association as the number of directors on the Board changes from time to time to accommodate the needs of the association².

For the 2014-2015 year, the breakdown of regional representation on the Board is as follows:

British Columbia	Two (2)
Alberta	Two (2)
Saskatchewan	Two (2)
Manitoba	One (1)
Ontario	Three (3)
New Brunswick	One (1)
Nova Scotia	Two (2)
First Nations	<u>Two (2)</u>
	Fifteen (15) Directors

III. Members Role in Nomination / Election of Directors

One of the jobs of the Members of the association is to elect the Board each year³. The first step in this process is for the Members to nominate candidates for election. As set out above, the Nomination Committee will then review the nominees for eligibility and then create the ballots. Each Member of the association is entitled to vote for all fifteen (15) seats on the Board, regardless of the region the Board candidate is from.⁴

The following Directors have indicated their willingness to stand for re-election to the Board for the 2014-2015 year:

British Columbia	Karla Rockwell
Alberta	Rod Forsyth Cathy Palmer

¹ See article 5.4 of the By-laws, available for download on the CAPG website or via link above.

² See Article 5.1 of the By-laws, available for download on the CAPG website or via link above

³ See Article 5.4 of the By-laws, available for download on the CAPG website or via link above

⁴ See Article 5.9 of the By-laws, available for download on the CAPG website or via link above

Saskatchewan	Charlie Clark Rob Stephanson
Ontario	Mary Anne Silverthorn Sandy Smallwood Laurie Williamson
New Brunswick	Jonathan Franklin
Nova Scotia	Nola Folker-Hill
First Nations	Ron Skye

Please note, however, that all Members are encouraged to nominate anyone they wish, based on the qualifications for directors set out in the by-laws of the association, and the Requirements and Competencies (set out in Section IV below). If no additional nominations of qualified candidates are received for a particular region, the ballot will contain the name of the incumbent(s) of the region. Where there are more qualified candidates for any particular region, the names of all qualified candidates will be included on the ballot and the director(s) elected will be the person(s) with the highest number of votes.

IV. Requirements and Competencies according to the CAPG By-laws:

All candidates must meet the following requirements/qualifications:

- Must be a representative of a geographical region of Canada represented by the Association's Members (By-laws – Article 5.2);
- Must be appointed by a Police Board and the Police Board must be a Member of the association (By-laws – Article 5.3(a));
- Must reside in the province or territory in which the Police Board is located (By-laws – Article 5.3(b));
- Must be willing to commit to the association for more than one year (typically a three-year commitment is preferable)⁵;
- Must have the time to contribute fully in 3 face-to-face meetings a year (one in Ottawa, one board retreat, one at the annual conference);
- **Must have the support of their own board to finance the cost of their attendance at the three meetings a year including airfare and accommodation (estimated financial commitment is \$5,000); and**
- Must be able to participate in a two-hour bi-monthly teleconference board meeting;
- Must be willing to sit on at least one working committee and actively participate in the work of that committee.

In addition, you will find in **Schedule B** a set of competencies that CAPG's Directors are expected to possess. Following the receipt of nominations and identification of eligible candidates, the Nominations Committee will conduct phone interviews with each candidate based on these competencies. Only candidates who meet the above qualifications, as well as the attached competencies will be added to the ballot. A nomination form is attached as **Schedule A**.

⁵ Even though each director is elected for only one (1), a multi-year commitment helps with the continuity of the Board, as well as succession planning.

Please submit your nomination with complete details by regular mail to the attention of Alok Mukherjee, Chair, Nominations Committee, c/o CAPG, 157 Gilmour Street, Suite 302, Ottawa, Ontario K2P 0N8 by email to nominations@capg.ca; or via fax to 613-235-2275. **The deadline for receipt of nominations is Friday, June 6, 2014.**

Along with my fellow members of the Nominations Committee, Joan Kotarski and David Walker, I look forward to your response.

If you have any questions, please direct them to Jennifer Malloy, the CAPG Executive Director, at jmalloy@capg.ca or by phone at 613-235-2272. We will do our best to address your questions promptly.

Sincerely,



Alok Mukherjee
Chair, Nominations Committee 2014-2015
Attachments