



Habitat for Humanity®
Habitat pour l'humanité®
Canada

**Call for Nominations/Applications
to the National Board of Directors**

INFORMATION PACKAGE
October 9, 2018

2019 Nomination Information

Dear Affiliate Partners and Potential Applicants:

The Nominating Committee of the National Board of Directors (NBOD) of Habitat for Humanity Canada (HFHC) is accepting applications to serve on its volunteer NBOD to fill upcoming vacancies.

There are up to six (6) internal board positions and up to three (3) external positions available in 2019 of which one must be from Region 1 (British Columbia/ Yukon) and the other board positions can be from any regions. There will be one, two and three year terms available, commencing on May 4, 2019.

We hope to receive a record number of nominations with a view to having a diverse, talented and dedicated pool of candidates to draw from for National Board of Directors service. We are especially looking for qualified candidates who have skills/experience in the following areas:

CA / CPA Designation
Fundraising
Banking & Mortgages
Retail experience

Enclosed with this package is a copy of the General Operating Bylaw and the related Bylaw Policies which govern the operations of HFHC. Anyone interested in serving on the NBOD should be fully conversant with and comfortable with the [HFHC mission, vision and values](#) embodied within these documents. **In particular, candidates are directed to General Operating Bylaw No.13, Sections 20 - 35 (Board of Directors and Powers of Directors) and Section 43 (Board Committees).**

Excerpts from the Bylaw Policies related to “Nominations & Elections” and “Board Committees” are also provided in this document for your convenience.

Internal Candidates for the NBOD must be nominated by the Board of Directors of their Affiliate.

All candidates must complete the appropriate attached Nomination/Application Forms and must have demonstrated leadership, passion and a commitment to carrying out the Habitat for Humanity mission.

Qualifying candidates for the HFHC NBOD will be expected to bring a broad understanding of Habitat for Humanity. Internal candidates will be expected to have knowledge of HFH at the local level. All candidates are expected to be able and willing to work with other NBOD members to make informed decisions that are in the collective interests of the national organization.

HFHC NBOD Nomination/Selection/Election Schedule

- i. Nominations/Applications will be accepted immediately following distribution of the Call for Nominations/Applications. The final date for receipt of nominations/applications is December 14, 2018 at 5:00p.m. EST.

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- ii. All nominations/applications will be acknowledged within 15 days of receipt.
- iii. The Nominating Committee will review all applications and interview only shortlisted candidates in February 2019.
- iv. The Nominating Committee will recommend the slate of internal and external candidates to the NBOD for approval.
- v. Candidates being nominated to the membership will be contacted by the Board Chair, CEO and Nominating Committee Chair to further discuss the recommendations, clarify any expectations and address other questions by way of formal interview.
- vi. All candidates will be contacted to advise whether their nomination/application has been accepted/approved by the NBOD in early March, 2019.
- vii. A brief profile of each recommended nominee to the National Board will be distributed to Affiliate members in April, 2019.
- viii. Each nominee is expected to attend the Annual General Meeting (AGM) on Friday, May 3, 2019 in St. John's, NL.
- ix. On May 3, 2019 the nominees will be brought to the membership for election.
- x. The first meeting of the newly-elected NBOD will be held on the May 4, 2019 at the National Conference and Annual General Meeting at which time Officers of the NBOD will be elected. Orientation for new NBOD members will also commence at this meeting.

All NBOD members will be expected to:

- Attend all scheduled board meetings including four in-person meetings and up to four conference-call meetings annually
- Attend National Conference and Annual General Meeting (three days, typically in April/May).
- Attend National Leadership Conference (three days, typically in November).
- Participate on at least two NBOD committees.
- Schedule 4 - 5 hours for preparation prior to each meeting, in addition to meeting and travel time.
- Assist the organization to expand its resource base by sharing expertise and by providing access to personal or professional contacts who may be interested in contributing to Habitat Canada's success.

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Notes:

- It is the norm for one day of all face-to-face meetings to be held on a Saturday.
- All expenses related to participation on the Habitat Canada's NBOD or its committees are covered by Habitat Canada.
- While it would be appreciated, NBOD members are not required to make financial donations to Habitat Canada.

As a Committee member, all NBOD members will be expected to:

- Participate on two Committees of the Board.
- Attend all scheduled Committee meetings; normally 6 - 8 annually. The majority of these meetings are held by teleconference.
- Bring to the Committee a high degree of interest and/or expertise in the areas being addressed.
- Schedule a few hours for preparation prior to each meeting.

The next election for the NBOD will take place at the Annual General Meeting scheduled for Friday, May 3, 2019 in St. John's, NL. The deadline for receipt of nominations/applications is December 14, 2018 at 5:00p.m. EST.

Nomination forms are enclosed with this package. Forms submitted by mail should be sent to:

Ms. Raelene Lee, Chair
Nominating Committee
c/o Brenda Aranha
Snr. Executive Assistant and Office Manager
Habitat for Humanity Canada
477 Mount Pleasant Road, Suite 403
Toronto, ON M4S 2L9

Electronic submission should be sent to: baranha@habitat.ca

If you do not receive confirmation that your nomination form has been submitted within 15 days of doing so, please contact Brenda Aranha at 1-800-667-5137 ext. 384.

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BOARD NOMINATIONS & ELECTIONS (Excerpts from Bylaw Policies)

By-Law Policy on Board Nominations & Elections

The following guidelines shall be used for the nomination and election of Directors of the Corporation:

Board Composition

1. The Board of Directors will be made up of:
 - a. Directors who shall be either “internal” Directors or “external” Directors. “Internal” Directors are Directors who will have been nominated by boards of directors of Affiliate Members where the Director resides in the Service Area of the Affiliate Member. “External” Directors are Directors who will have been nominated and elected from the public-at-large;
 - b. Directors of whom at least a majority shall be “internal” Directors;
 - c. at least one Director from each of the following five (5) geographic regions (each a “Region”), provided that each Region either has an incumbent Director or, if there is no incumbent Director for a particular Region, at least one (1) candidate for Director has been nominated by that Region:
 1. British Columbia and the Yukon
 2. Alberta
 3. Saskatchewan, Manitoba, and the Northwest Territories
 4. Ontario
 5. New Brunswick, Nova Scotia, PEI, Newfoundland and Labrador, Quebec and Nunavut;
 - d. no more than five (5) of the “internal” Directors from any one Region; and
 - e. no more than five (5) “external” Directors.
2. Board composition with regard to the 5 Regions is designed to ensure regional diversity, not for the purpose of regional representation. All Directors are to serve the interests of the Corporation and all its Affiliate Members.
3. Directors will be vetted by the Nominating Committee to ensure that they have the prerequisite skills, experience and expertise to serve on the Board.
4. All other factors being equal, the Nominating Committee will try to foster a Board of Directors which is diverse with respect to gender, ethnicity, and professional experience.

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Nominations Process

1. The Nominating Committee shall maintain a Board Inventory which catalogues Director profiles, tracks the rotation schedule of Directors, identifies vacancies that need to be filled, and indicates required characteristics that should be sought from future candidates to the Board.
2. The Nominating Committee shall use the Board Inventory to develop a profile of “required candidates” and for preparing a “Call for Nominations” that will be issued to Affiliate Members and, where appropriate, to the public at large.
3. The Nominating Committee shall, after the Call for Nominations is closed, review the nominations and assess those nominations as against the profile for required candidates and shall recommend to the Board of Directors a list of eligible and proposed candidates, together with the proposed term of office for the successful candidates, for approval for distribution to the Affiliate Members.
4. Upon approval of the candidates by the Board of Directors, the Nominating Committee shall prepare and distribute to Affiliate Members a list of eligible and proposed candidates and the term of office for the successful candidates at least one month prior to the Annual General Meeting. Also provided for each candidate will be their biographical profiles and the nomination forms stating who is nominating them to the Board of Directors.

Election Process

1. The Nominating Committee shall ensure that ballots listing all eligible and proposed candidates are prepared, distributed and properly counted for the election of Directors at the Annual General Meeting. It shall be at their discretion whether or not to have separate ballots for “internal” and “external” candidates and all other matters pertaining to the voting procedure.
2. Nominated candidates will be given an opportunity to address the Members at the meeting where the Directors are to be elected, the allocated time for which will be determined by the Nominating Committee, but will not exceed 5 minutes per candidate.

BY-LAW POLICY ON BOARD COMMITTEES AND ADVISORY BODIES

1. Committees of the Board of Directors (other than the Audit Committee the members of which must all be members of the Board of Directors) may be comprised of Directors only or both Directors and non-Directors provided that the Board of Directors may not delegate any of its powers to any committee that includes one or more non-Directors as members.
2. All committees of the Board of Directors will be chaired by Directors who will be responsible to report at each regular meeting of the Board on the activities and recommendations of their committee. The chairs of each committee of the Board of Directors shall be determined by the Chair and ratified by the Board of Directors at the first Board of Directors meeting held immediately following the Annual General Meeting ("AGM") in each year.

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3. The chairs of each of the committees of the Board of Directors shall provide reports to the Board of Directors at Board of Directors meetings.
4. The Nominating Committee shall solicit expressions of interest from the Affiliate Members for service on committees of the Board of Directors (the "Committee Service Notice") as soon as practical after the first meeting of the Board of Directors following the AGM each year, with a written request that expressions of interest in serving on Board of Directors committees be submitted to and received by the Nominating Committee on or before a date to be specified in the Committee Service Notice.
5. All appointments to committees of the Board of Directors must be approved by the Board of Directors who shall consult with the Nominating Committee on such matters. To this end, the Nominating Committee shall present a slate of recommended committee appointments to the Board of Directors for approval by the Board of Directors as soon as possible after the AGM in each year and in any event no later than the first day of June in each year.
6. Committee appointments shall be for a term of one (1) year, with the term to commence on the first day of June in each year and to end on the thirty-first day of May in each year. In the event that a Director, who is a member of any of the committees of the Board of Directors, resigns from the Board of Directors, is removed from the Board of Directors, or whose term of office expires during the year, then upon said Director leaving his or her office of directorship, such person shall be deemed to also have resigned on the same day from any committees of the Board of Directors on which such person is serving.
7. The Board of Directors shall be authorized to create and dissolve all committees and advisory groups of the Board of Directors as deemed necessary by the Board of Directors, and to revise the terms of reference for all committees and advisory groups of the Board of Directors from time to time, including the creation and dissolution of all standing committees, in the Board of Director's discretion.
8. Unless otherwise determined by the Board of Directors, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members and to formulate its own rules of procedure. To the extent that the Board of Directors or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board of Directors meetings shall apply with all necessary modifications.