

SSAC Proposed Slate of Directors to the AGM of 2016-2017 as amended

Tuesday, February 13, 2018

THAT the Membership approve the Slate of Directors to the AGM being held Saturday, February 17, 2018.

A call to the membership of the South Simcoe Arts Council was made on October 17, 2017 for nominations to the Board in accordance with the By-laws. The starred names are new Board members.

Jan Atkinson (has completed two three year terms as Director)

Charles Cooper (now entering first year of his second term as Director)

Yvonne Hugli (now entering second year of her second term as Director)

Dian Bowers (now entering third year of her first term as Director)

Matthew Rait (now entering second year of his first term as Director)

Lynda Mitchell Reynolds (now entering second year of her first term as Director)

*Wendy Dellhide (now entering the first year of her first term as Director)

*Michelle Eissler (now entering the first year of her first term as Director)

BACKGROUND:

The Nominating Committee of the Board is endeavouring to replace individuals through a call for interest and direct recruitment by current members of the Board.

Wendy Dellhide and Michelle Eissler have indicated their interest in participation on the Board and assisting the South Simcoe Arts Council pending final approval at the 2017 AGM.

The earliest AGM we could have as of October 17, 2017 is Saturday, February 20, 2018 which is in keeping with **Article 13, Nominations of Directors** of the current By-Laws #01-2011; a request for written nominations for positions on the Board from the Members must be sent out on October 17, 2017 at least 60 days in advance of the proposed AGM. The Nominating Committee of the Board shall receive, review and interview nominations received and bring forward a complete slate of officers.

The slate presented at the AGM will include names, qualifications and any additional nominees nominated by the Members. This final slate will be made available to the Members 14 days prior to the AGM in keeping with the by-laws.

Lynda Mitchell Reynolds

February 6, 2018

Excerpts from SSAC Constitution 2011

13. NOMINATIONS OF DIRECTORS

Nominations for election as Director at the AGM of the Corporation may be made only in accordance with the following process:

a) The Board of Directors shall request written nominations for positions on the Board from the Members at least sixty (60) days in advance (Tuesday, October 17, 2017) of the AGM (Sat Feb 20), and such nominations must be signed by at least ten (10) Members in good standing and accompanied by a written declaration by the nominee that s/he (i) meets the criteria to be a director and (ii) will serve as a Director in accordance with the By-laws and Board Governance Policies, if elected.

b) The Board of Directors shall, throughout the year, identify potential candidates and determine the willingness of such candidates to serve as Directors.

c) The Board of Directors shall receive and review all nominations duly made by the Members in accordance with the By-law and candidates identified by the Board of Directors and will prepare a list of recommended nominees for consideration at the AGM.

d) The Board of Directors will ensure that the Board's recommended nominees, together with their qualifications, as well as any additional nominees nominated by the Members as aforesaid (if any) are made available to the Members of the Corporation at least fourteen (14) days prior to the AGM.

e) No nominations for Directors shall be permitted from the floor at any meeting of the Members

14. ELECTION AND TERM

The term of office for a Director shall be for three (3) years (Term 1) or until a successor shall have been duly elected. In order to maintain a rotation

system, one-third of the number of Directors on the Board shall be elected annually to fill the positions of the Directors or their successors who have completed their term of office.

15. ELIGIBILITY FOR RE-ELECTION

A Director is eligible for re-election for one further consecutive three (3) year term office (Term 2) but is not normally thereafter eligible unless he/she has ceased to be a Director for one year.

16. STANDARD OF CARE

Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Corporations Act (Ontario), the regulations, articles, by-laws and any unanimous membership agreement.

17. REMOVAL OF DIRECTORS

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at annual or special meetings of the members, remove any Director from office. Notice of intention to pass such a resolution shall be given in the notice calling the meeting. The members may, by a majority of votes cast at that meeting, elect any other qualified person to fill the vacancy created by the removal of such Director.

The President, by authority of the Board, may request the resignation of a Director prior to the completion of term of office for any or all of the following circumstances:

- a) Membership fees in arrears for more than ninety (90) days;
- b) Absence without sufficient reason from three (3) consecutively scheduled Board meetings;
- c) Inability to effectively discharge duties;
- d) Undisclosed conflict of interest;

- e) Engaging in activity undermining the goals and objectives of the Corporation;
- f) Failing to complete responsibilities.

A Director may resign by delivering a written resignation to the President or Secretary of the Board.

18. VACANCIES

When vacancies occur on the Board of Directors, the remaining Directors, by resolution, shall appoint a member to fill the vacancy until the next annual general meeting (AGM) is held.

PREPARED BY

Lynda Mitchell Reynolds

DATE

February 6, 2018