

## **Board of Directors Recruitment Policy**

**Effective Date:** January 9, 2025

**Approved by:** Cranbrook Archives, Museum and Landmark Society Board of Directors

**Revision Date:** -

### **Purpose**

This policy outlines the process, responsibilities, and criteria for the recruitment and selection of the Board of Directors (the “Board”) of the Cranbrook Archive, Museum & Landmark Society (the “Organization”) This policy ensures that Board recruitment is aligned with the Organization’s values, strategy, and governance practices, and that it fosters a diverse and effective Board.

### **Scope**

This policy applies to all individuals considered for membership on the Board, including both independent and non-independent directors. It covers the recruitment, nomination, evaluation, and selection of new Board members.

### **Key Objectives**

- To identify and appoint individuals with the skills, expertise, and experience to effectively oversee the Organization’s operations and governance.
- To ensure the Board has the appropriate mix of qualifications, diversity, and perspectives needed to support the Organization’s strategy and objectives.
- To maintain a fair, transparent, and non-discriminatory selection process.
- To comply with applicable legal, regulatory, and governance standards related to Board composition.

### **Board Composition**

The Board should collectively possess diverse skills, experiences, and expertise. The composition of the Board should reflect the Organization’s needs at any given time, taking into account factors such as:

- Industry expertise
- Financial literacy
- Legal and regulatory knowledge
- Experience in corporate governance
- Risk management and strategic planning
- Diversity in terms of gender, race, ethnicity, and background

The minimum number of Board Members will be no less than 3 and no more than 11 independent members at any given time. The Board will consist of a balance between independent directors and non-independent directors. The Board also includes the Chief Operations Officer (“COO”), and the Chief Heritage Officer (“CHO”) as ex-officio non-voting members. Non-voting members will not outnumber the total voting members of the Board.

- **Independent Board Members** are voting directors who have been freely elected to the Board and who are members of the Society in good standing.
- **Non-Independent Board Members** are non-voting directors representing outside interests or organizations (i.e.. Liaison from the Council of the City of Cranbrook). Representatives from other organizations may be invited to sit on the Board of Directors or attend meetings if the close partnership and/or communication is deemed necessary for the purposes of the Organization.

## Recruitment Process

### 1. Nomination Committee

The recruitment process will be managed by the Nomination Committee of the Board, which will be responsible for identifying suitable candidates, reviewing applications, and making recommendations to the Board for new appointments.

The Nomination Committee is composed of the Chair of the Board, one independent Director of the Board, the COO and CHO.

### 2. Identifying Potential Candidates

Potential candidates will be identified through a combination of:

- Internal recommendations from existing Board members, COO or CHO.
- Networking within the industry, professional organizations, and relevant governance bodies.
- By application through an online form accessible on the Organization's website.

The Nomination Committee will ensure that candidates are evaluated against the needs of the Organization, the skills required for effective governance, the values of the organization, and the broader diversity goals of the Board.

Candidates will be asked to submit a resume, copy of a clean criminal records check and references to [board@cranbrookhistorycentre.com](mailto:board@cranbrookhistorycentre.com) or through the online form to be reviewed by the Nomination Committee.

### 3. Evaluation Criteria

Candidates for the Board of Directors will be assessed based on the following key criteria:

- **Skills and Experience:** Expertise in relevant fields such as, but not limited to, business strategy, finance, legal, marketing, heritage resource management or governance. An understanding of Indigenous relations in this region, and familiarity with the Truth and Reconciliation Commission and the relevant Calls to Action for Museums is an asset. This knowledge can be through education, lived or worked experience.
- **Diversity:** Commitment to achieving gender, racial, and cultural diversity on the Board, as well as diverse perspectives and backgrounds.

- **Independence:** For independent directors, the ability to bring objectivity and impartiality to decision-making.
- **Reputation:** A track record of integrity, ethical behavior, and reputation in the business or professional community.
- **Fit with the Organization's Strategy:** Alignment with the Organization's strategic objectives and an ability to contribute to the governance of the Organization regarding its current and future needs.
- **Time Commitment:** Availability to dedicate the time and attention required for Board duties, including attendance at meetings and participation in Board activities.
- **Membership:** Resources to purchase a membership with CAMAL and ability to maintain a Membership in good standing.

#### 4. Interview and Selection Process

- Shortlisted candidates will be invited for interviews with the Nomination Committee or a minimum of two designated members of the Committee.
- The Nomination Committee will assess the candidate's qualifications, experience, and alignment with the Board's needs.
- Reference checks and background screenings will be conducted, as necessary.
- Following the interview and evaluation, the Nomination Committee will make a recommendation to the full Board.
- The full Board will vote to approve the appointment of the new director.

#### 5. Appointment

Once approved by the Board, the new director will receive an official appointment letter, which will include the terms of their appointment, including their duties, and time commitment. The COO and/or CHO will be available to provide a tour of the facilities and to discuss current projects and priorities. The new Director will also receive a package of documents including:

- CAMAL Constitution and Bylaws
- Current Strategic Plan
- CAMAL Policy Manual

During the Annual General Meeting the slate of new appointments, will be voted on by the CAMAL Membership.

#### Terms of Service

- **Term Length:** Directors may serve an initial term of 2 years, after which they may be eligible for re-election or reappointment.
- **Performance Evaluation:** Directors' performance will be evaluated regularly by the Nomination Committee to ensure they continue to meet the Organization's needs. Directors may be asked to step down if their performance is deemed unsatisfactory.
- **Stepping Down:** a Director may step down at any time and must submit a letter to the Chairperson of the Board. The Nomination Committee may choose to conduct an exit interview with the exiting Director.

**Confidentiality**

All information related to Board recruitment, candidate evaluations, personal information, and the nomination process will be treated as confidential. This confidentiality extends to the deliberations of the Nomination Committee and the selection process.

**Review and Amendments**

This policy will be reviewed regularly by the Nomination Committee and the Board to ensure it remains effective and aligned with the Organization's goals and regulatory requirements. Any amendments to this policy must be approved by the Board.

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