

AMBERWOOD VILLAGE RECREATION ASSOCIATION (AVRA)

POLICY ON RETURN TO BOARD SERVICE

Preamble

- AVRA seeks to establish a policy to set the conditions for when a Director can return to service on the Board of Directors. Ontario's Not-for-Profit Corporation Act (ONCA) does not prescribe such conditions, nor do AVRA's bylaws. AVRA wishes to manage this matter via policy, rather than bylaw, so that Board flexibility in filling positions is not unduly limited.
- AVRA Directors are ineligible for re-election after a period of six (6) consecutive years, as described in Bylaw 5.04 (b).
- While serving on the Board, the term of AVRA Directors can end in different ways.
 - As set out in AVRA bylaw 5.08, "The office of director shall be automatically vacated if the director dies, resigns in writing, has been absent from three (3) consecutive directors' meetings without reasonable excuse as determined by the directors, is removed in accordance with subsection 5.08(c) of the bylaw, or becomes disqualified under section 5.03 of the bylaw."
 - Under Section 26 of ONCA, "The members of a corporation may, by ordinary resolution at a special meeting, remove from office any director or directors, except persons who are directors by virtue of their office." Directors do not have the authority to remove a Director.
- This policy weighs the merits of both renewal and continuity on the Board of Directors.
 - Renewal - AVRA recognizes the value of healthy turnover in Board representation, to promote a diversity of views and elicit broad community engagement and participation. It is healthy for a Board to evolve in terms of composition and culture, to prevent informal entrenchment by a small group. New Board members bring different perspectives as they gain experience and progress into leadership roles.
 - Continuity - AVRA also recognizes the accumulated considerable institutional knowledge and experience that a Director would have after 6 years of continuous service, and does not want to exclude good volunteers.

AVRA's Policy

Notwithstanding the power of AVRA members set out in ONCA to nominate any eligible person for re-election, AVRA's Nominating Committee will follow this guidance:

1. A director who was previously removed in accordance with section 26 of ONCA will not be considered eligible by the Nominating Committee for a return to Board service.

2. A director who was previously disqualified in accordance with Bylaw 5.03¹ of ONCA will not be considered eligible by the Nominating Committee for a return to Board service.
3. Directors who previously served as Officers will be discouraged from seeking election to Officer positions, with the exception of Treasurer and Secretary positions. Requiring returning Directors to serve as a member-at-large, creates space for newer Directors to move into leadership roles. Whereas, as per Bylaw 8.02, the Chair and Vice-Chair must also be Directors, the positions of Treasurer and Secretary are not required to be Directors. Therefore, a Treasurer or Secretary are not subject to term limits set out in Bylaw 5.04.
4. After a period of two (2) years has elapsed since their last term and the expected beginning of their next term, the Nominating Committee will consider applications from individuals who previously served as Directors for a period of six years, including those who served as Unelected Board Members during the two (2) year period. Two years provides a meaningful break while still allowing valuable directors to return.
5. The Nominating Committee may, in their sole discretion, consider applications from individuals who previously served as Directors for a period of less than 6 years who resigned for reasons excluding those set out in Bylaw 5.03. The Nominating Committee will take into account the individual's previous length of service, the circumstances of their departure, and the needs of the Board.
6. Individuals who previously served as Directors who wish to return to Board service are encouraged to serve for a maximum of one three (3) year period, for a maximum of 9 years of service in total. Such a limit encourages generational diversity.

¹ AVRA Bylaw 5.03 (1) The following persons are disqualified from being a director of a corporation:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt.

7. The Nominating Committee will have no say in the Board's appointment of Unelected Board Members, as a separate policy governs their role.
8. This policy can be set aside by the Nominating Committee if faced with extraordinary circumstances in filling Board vacancies.

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