

# Whitevale Golf Club - Nominating Committee Handbook

## The Nominating Committee Role

The role of the Nominating Committee is to propose candidates to fill positions on the Board of Directors. These candidates are presented to the Board of Directors by the Nominating Committee, and after approval, to the membership as the slate that the Board of Directors recommends for the following year.

## How is the Nominating Committee chosen?

Whitevale's By-law No. 1 states that the Nominating Committee is comprised of the President, the Vice-President and 4 other equity members. In accordance with policy 3.14, the President nominates and the Board approves four candidates to fill this role. These members should:

- possess significant Whitevale experience, possibly being past Board members,
- represent the diversity of the membership in gender and membership category,
- provide continuity from one NC to the next (perhaps replacing 2 members each year)

## What does the Nominating Committee do?

The Nominating Committee identifies possible candidates from three sources: members who have actively volunteered to run, members who were considered in past years but were not nominated, and members who the Committee knows about but who have not volunteered. The Committee reviews each person's qualifications, skills and experience against the needs both for the upcoming term and for the next few years, and it narrows the choices down until it has a final slate.

The position of Treasurer, which is held by a Director, requires special expertise and the incumbent should possess recognized credentials in this discipline such as being a chartered professional accountant (or an equivalent chartered accountancy designation from a recognized professional body outside of Canada). When this position is being vacated, the Nominating Committee performs a separate search for a new candidate. This position is then identified separately to the membership in the slate.

[Once the Nominating Committee has finalized its slate, it recommends it to the current Board of Directors for their approval. A list of candidates who were considered but not nominated should be prepared and given to the President and retained for consideration in following years, and for inclusion on a committee for the next term.

## Contested versus Non-Contested Slate

In most volunteer organizations the Nominating Committee recommends a non-contested slate, one which has the same number of candidates as positions to be filled. This is done for several reasons:

- Volunteer or contested elections – elections without a recommended slate - often become popularity contests, with the person being elected based on their visibility, and not their skills. Competent, but less flashy individuals do not often do well.
- Some qualified individuals will not participate in contested elections because they don't want to risk rejection.

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- It can be difficult to identify sufficient qualified candidates who are willing to invest the time as a director, without rejecting a few of them each year. (Candidates who lose elections will rarely stand again, and often cease all volunteer activities.)
- Sometimes the Board needs a person with a specific skill set to replace a director who is leaving, as is the case with the Director/Treasurer role.

Alternatively, a contested election lets the membership nominate the people it prefers be its directors. This provides an escape valve that can be useful when the members believe that a change from the proposed slate is better for the Club. For that reason, most volunteer associations have a process that allows members to be nominated by petition – as is the case at Whitevale, as set out in By-law No. 1.

### Communication with the Membership

A key challenge for the Nominating Committee is to identify the right people to be on the Board and to encourage the membership to take an active interest in their selection. This can be accomplished with the use of separate member communications, done at strategic intervals. Suggested templates for these emails can be found in the appendix of this document. Future committees are encouraged to use these templates emails, customized according to their needs.

The first email can be intended to be informative, explaining a little about the Board and the upcoming process. It could be sent in mid-July.

The second email could provide more information about what directors do and encourage members to think about whether they should volunteer. It could be sent in late July.

The final email could discuss the selection process and respond to questions from the membership. Ideally it could be sent in mid-September.

### How does the Nominating Committee operate?

1. As the possible candidate names are identified, they are included in a sheet that identifies the name, the source (who brought the name forward) and any additional comments. (If the Director/Treasurer is being replaced, candidates for that position are identified separately from the possible candidates.)
2. Members of the NC (excluding the President or Vice President) contact those on the list to identify the person's availability and interest. Care is taken to not set any expectations for the outcome of the election or if successful, any role on the Board going forward.
3. After all potential candidates have been contacted, the NC (all members) begins to review the interested and available candidates, with disclosure from the President of the director positions that are expected to be open. The President and Vice President may also share particular needs that they see in the current or upcoming Board.
4. Interested and available candidates are contacted a second time and asked a series of prepared questions. A copy of these questions is in the appendix. The documented responses of these discussions are shared with all members on the NC, and it develops a prioritized slate.

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5. The President presents the Nominating Committee's proposed slate to the Board and the Board approves the slate. Historically, no Board has rejected such a slate, but that remains an option should the Board decide to intervene. Should a majority of the Board fail to approve the slate, the Board shall continue to work towards a slate that has the support of the full Board.
6. Upon approval, all interested and available candidates are contacted and informed of the Board's decision. Those who will not be on the slate are encouraged to volunteer for a committee or run for the Board in a subsequent year.
7. No less than 45 days prior to the Annual Meeting, the President notifies the voting membership (all equity members in good standing) of the recommended slate and the details of the election process.

### **The Election Process**

The election of directors is conducted through a ballot system. Prior to the Annual Meeting, Members will receive information from the Whitevale Office that contains the names of the candidates, their biographical information and instructions on the ballot process.

2 or 3 scrutineers are selected by the President to do the count. They should not be current Board members or NC members, but should be longer-term members who are known and respected by the membership. A member of the Whitevale Office staff could be assigned to assist with the counting process. Once the count has been completed, the ballots are sealed and a summary of the numbers is prepared and given to the President.

At the end of the Annual Meeting, the President announces the results of the Election and welcomes the new Board members.

### **References**

Material about the Nominating Committee and the Election process can be found in the following locations:

By-law No. 1: s. 8.2

Policies: 3.14

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## Appendix A – Potential First Email to Members

It's getting to be that time of year when we start the Board of Directors nomination process. This can be confusing, and it often generates a number of questions. It maybe appropriate to send out information to help explain the process. This is the first and its topic is the steps and timeline.

The major steps are:

- Each year, the current Board approves a Nominating Committee (NC). The role of the Nominating Committee is to develop a slate of proposed replacements for those directors who terms are expiring. The NC is comprised of the President, the Vice-President and four additional equity members of the Club. These additional members cannot be current directors who are continuing in the following year, nor can they be members who are seeking election.
- The Board has 10 members. Barring special circumstances, each year three Board members complete their terms, and every third year four Board members complete their term. The objective of this approach is both continuity and a healthy rotation including fresh thoughts, ideas, and perspectives. Committees are encouraged to follow this same pattern.
- The NC proposes a slate of Board members to the current Board. After agreement from the current Board, this slate is then communicated to the membership. Additional candidates can be added to the slate if a written nomination is received in accordance with the provisions of By-law No. 1.
- If the proposed slate is contested, a membership vote takes place with results presented at the Annual General Meeting. Upon completion of the AGM, the new Board members assume the role of director.

This is the high-level timeline:

- July - Nominating Committee is formed and approved by the current Board.
- Aug – mid Sept – Nominating Committee and current Board canvasses the membership. Eligible members are also encouraged to proactively seek clarifications and communicate interest.
- Oct 1 - Nominating Committee and BOD proposed slate of new BOD members to membership.
- Beginning Oct 1 until the day which is not less than 45 days prior to the AGM) - The period when members may bring forward additional nominations.
- Early Dec – the new Board is approved at the Annual General Meeting (AGM).

Details can be found in the " Reference Materials" section of the website.

Questions such as what directors actually do, the time commitment, any eligibility requirements and more. When comfortable with what it entails and if you are willing to volunteer some of your time, perhaps being a BOD member might be a good fit for you?

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## Appendix B – Potential Second Email to Members

My email on July xxth summarized the steps in Whitevale's nominating process. It included how the Nominating Committee is formed and described its major activities and timeline. In this memo, it discusses what Whitevale directors actually do. Much of this material comes from our By-law No. 1 and policies and is in the Board of Directors Handbook.

Before discussing the more procedural aspects, the following is a perspective on why running for the Board of Directors may make sense for you. In 2006, the Club moved from being member-operated to being managed by professionals including a general manager and a team of department heads. Since then, many members have taken their turn in being Board and committee members, providing oversight and looking out for the general welfare of the Club. These efforts have built a foundation which is at the core of the Club we enjoy today.

Why might you consider this? There are a variety of reasons to become a director on the Board. These include working with a team of members in giving back to the Club, a desire to make a difference on how the Club continues to evolve, and perhaps even wanting to gain some additional skills or share those you already have. A common finding is that the experience is both rewarding and enjoyable. If you are interested, it might make sense to talk to someone who is on the Board now, or has been in recent years, to see if it is right for you.

A director is an equity member of Whitevale Golf Club who volunteers some of his or her personal time helping to steer the Club. Directorial candidates are proposed by the Nominating Committee (or in some cases by individual members), approved by the current Board, and confirmed at the Annual General Meeting (AGM) in December. If the slate of candidates is contested (i.e., more candidates than positions), a membership vote occurs at the AGM.

In addition to the qualifications set out in By-law No. 1, candidates for Directors must be at least 21 years old and must have been an Equity Member for at least three consecutive years prior to running for election. Usually a director serves a three year term and may serve a second consecutive term, if nominated and elected again.

What do directors actually do?

- Attend and participate in Board Meetings, Committee Meetings, and other task-specific groups.
- In conjunction with other directors, create and review directions and policies that govern the operation of the Club.
- Listen to members' concerns and suggestions, with a view to resolving problems and increasing member satisfaction for the broad membership.
- Review reports from staff to ensure that the Club's finances are tracking to budget, identifying remedial actions when required.
- Monitor the overall health of the organization and advise on issues when appropriate.
- Remain knowledgeable about the golf industry by reading association and industry articles and reports.

How much time is required?

- The time commitment varies with each director. Board work starts immediately after the AGM, with portfolios being determined. This is followed by Board and Committee orientations in the new calendar year and shortly after that, monthly Board meetings and then committee meetings. Once in the golf season, a director should expect may spend additional time on Whitevale-related activities, including emails and meetings.
- Some directors have more demanding portfolios or participate in multiple committees.

If additional detail is of interest to you, a good source is the Board of Directors Handbook which is posted on the website. It contains more information about being a director, and it includes information about each of the current committees. Other reference information is found in the bylaw and policies in the Reference Materials section of the website.

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## Appendix C – Potential Third Email to Members

This email is part 3 of the discussion about the Nominating Committee and the annual Board of Directors Election. Part 1 outlined the nominating and election processes, and part 2 discussed the role of a director. Part 3 discusses how candidates are selected and responds to some of the questions that have been asked.

Through August and into September, the Nominating Committee canvasses the membership to identify candidates for the Board, encouraging all who are interested to submit their names for consideration. (The previous emails have been a reminder to do exactly that--express one's interest in being a director!)

Candidates for the Board come from one of three sources: members who have actively volunteered to run, members who were considered in past years but were not nominated, and members who the Nominating Committee and current Board knows about but may not yet have volunteered. The Committee reviews each person's skills and experience against the needs for the upcoming term, narrowing the list down until it has a final slate, normally by mid to late September. This proposed slate is recommended to the Board and when agreed upon it is presented to the membership in a Notice to Voting Members and seeks membership approval at the Annual General Meeting.

What does the Nominating Committee consider?

Ideally the Board should reflect the makeup of the membership so that the varied needs and views of all members are represented. The Board benefits from having a diverse skill set, so the Committee assesses the skills and experience of each candidate, and including discussion, it reviews candidates to ensure that it is selecting members who have a balance in perspectives. Additionally, the skills and capabilities of Board members who are completing their terms are reviewed such that these potential gaps are considered. Finally, the Board operates as a team, so Board members also need to be good team players.

The Nominating Committee assesses the candidates using these factors, weighs any particular requirements for the upcoming year and then makes its recommendations for the slate.

Questions that Members Asked

Q – Who is on the Nominating Committee?

A – The bylaws require it to be the President, the Vice President and four other members who are not running for election. These additional members cannot be current directors who are continuing in the following year, nor can they be members who are seeking election.

Q – Does the Nominating Committee undertake to present a slate that is the same number of nominees as positions to be filled?

A – There are several reasons for doing this including undertake to fill the Team of (10) with the nominees it feels are best to join those returning and the best interest of membership. However, there is also a process in our By Law whereby all voting members are entitled to nominate a candidate of their choice if they wish to expand the slate. Should this be something you wish to consider, instruction on how to do this is included in the Notice to Voting Membership.

Q – What should I expect if I've put my name forward?

A – You will be contacted by a member or members of the Nominating Committee. You will be asked a few questions and you'll have a chance to discuss the opportunity. Even if you are not nominated for the next Board, your interest will be noted and retained on a list of members for subsequent years. The opportunity to contribute by joining a committee would also be highlighted as a way to volunteer and give back to the Club.

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Q – What should the membership expect next?

A – A Notice to Voting Members will be distributed at least 45 days prior to the Annual Meeting. It will identify the slate of candidates jointly from the Nominating Committee and the Board. This slate will be ratified at the Annual General Meeting, or if the slate is expanded to have more candidates than vacancies, a vote will occur with the results presented at the Annual General Meeting.

The objective of these three pieces was to bring clarity to uncertainties which may exist. As with the previous email, please feel free to provide your feedback and do ask questions.

## Appendix D – Potential Candidate Questions

1. What interests you about running for the board (the WHY)?
2. Do you have previous Board or volunteer experience?
3. Have you sat on any Whitevale committees? Of the committees, which are of interest to you – top 2/3?
4. What is your professional background, certifications, work history that you believe would benefit our board?
5. What do you believe is working well and or could/should be improved at Whitevale?
6. Can you share your 3 to 5 year view of the Club?
7. Is there anything currently in your life that could potentially see you leaving Whitevale in the next 3 to 5 years (are you here for the long term)?