



BOARD OF DIRECTORS MANUAL

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ISSUED BY: GOVERNANCE COMMITTEE PAGE: 1 OF 2
APPROVED BY: BOARD OF DIRECTORS
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SELECTION AND DEVELOPMENT PROCESS FOR BOARD OFFICERS

Policy:

A Board Chair, First Vice-Chair and Second Vice-Chair will be elected to conduct the matters of the Board on an annual basis. The Chair shall share certain duties with the Vice-Chairs during their tenure to aid in the Vice-Chairs' development and share the workload of the Chair.

Purpose:

To provide depth and consistency in succession planning and skills development of the Vice-Chairs for the position of Board Chair.

Procedure:

The following outlines the process for selecting Board Officers:

1. It is understood that there is a progression from Second Vice-Chair to First Vice-Chair to Chair. During their tenure the Vice-Chairs will be afforded an opportunity to chair a Board meeting and share attendance at committee meetings with the Chair, as the Chair deems appropriate. It is also deemed advantageous for the Vice Chairs to serve a term as Chair of the Governance Committee.
2. Qualification prerequisites: All Board Members of a least one year's standing, or deemed by the Nominating Committee to have equivalent experience, are potential candidates for Vice-Chairs.
3. The Governance Committee shall review, amend and as required recommend changes to the Board Chair Role Description.
4. In March of each year, the Chair of the Nominating Committee shall commence discussions with the Board Chair and Vice-Chairs to determine their interest in continuing in their roles as Chair and Vice-Chairs.
5. In the event that there are positions to be filled, the Chair of the Nominating Committee shall canvas each Board member to obtain their views on the selection criteria and on the perceived strengths and weaknesses of potential candidates.
6. No later than April 30th of each year, the Nominating Committee shall complete its deliberations of the potential candidates to arrive at a final slate of candidates

taking into consideration the Board Chair Role Description. The Nominating Committee shall recommend to the Board a slate of candidates for the Chair and First and Second Vice-Chair positions at the May meeting of the Board.

7. The term of the Chair shall be limited to a maximum of two (2) years.
8. Modifications to the above process may be necessary and considered by the Board in extenuating circumstances.

References:

NHH By-laws

Approved:

February 22, 2001
April 2002
October 2003
February 2004
January 2005
January 2006
March 2009
January 2011
June 2011