1. Board Nomination and Appointment Policy

A. The Governing Body of the Ontario Pharmacists' Association (OPA)
The top governing body of OPA is the Board of Directors.

B. Governance Committees
OPA has two classes of committees:

i) Board Committees: Governance and Nominating Committee, Audit and Finance Committee, and Human Resources and Compensation Committee. The members of these committees are composed solely of the directors of the Board except that there will be two non-board members appointed for the Audit and Finance Committee;

ii) Standing Committees: Membership Services, Insurance, Pharmacists' Practice and Economics Committees. Chairs of these committees are elected Board members who are appointed by the Board upon the recommendation of the Governance and Nominating Committee. The regular members of these committees are appointed by the Board but they are not required to be the members of the Board.

C. General Regulations on Board Elections
The OPA membership confirms the election of new Board members at the Annual General Meeting (AGM).

The Officers of the Association (i.e., the Board Chair, Treasurer and Secretary) are elected and/or re-appointed by all voting members of the Board at its first meeting following the AGM.

D. Qualifications of Member Directors

i. In order to be eligible to be elected as a Member Director, a nominee must:
(a) Be a member in good standing of OPA;
(b) Meet any other criteria as established by the Board, including but not limited to reference checks prescribed by the Board;
(c) Have skills and experience commensurate with the needs of the Board;
(d) Duly licensed by the Ontario College of Pharmacists; ordinarily reside or work in the Province of Ontario;
(e) Be in good standing of OCP and not be the subject of any disciplinary action(s) by;
(f) Not have a finding of professional misconduct and/or incompetence with respect to the person in the three years preceding the date of the election;
(g) Not have documented violations of the OPA charters filed against them;
(h) Not have any declared potential conflict of interest which would present a serious impediment to the functioning of the member as a director; and
(i) Be eligible to be a director as per the Corporation Act (Ontario).

ii. A Member Director should also have previous board and/or governance experience.

iii. A member who has been found to be ineligible for nomination for election to the Board shall become eligible for nomination for election to the Board the earlier of (a) three years after the date on which a conviction, finding of guilt or finding of professional misconduct
became final, or (b) immediately upon being found not guilty of the professional misconduct which made the member ineligible.

E. **Qualifications of Appointed Member-at-Large Directors**

i. Each Member-at-Large Director shall meet the following criteria:
   (a) Is not required to be a Member of the Association or any organization with which the OPA is affiliated;
   (b) Has previous board experience, governance experience, skills and experience commensurate with the needs of the Board;
   (c) Meets any other criteria as established by the Board, including, but not limited to, reference checks prescribed by the Board.
   (d) Does not have any declared potential conflict of interest which would present a serious impediment to the functioning of the nominee;
   (e) Where applicable, is a member in good standing of the organization they represent/affiliate to;

ii. The Governance and Nominating Committee shall confirm the eligibility of the appointees in accordance with the nomination process.

F. **All Director Nominees shall:**

i. Be independent; (For the purposes of this mandate, a Director is independent if the Director has no relationship with OPA which, in the view of the Board, could reasonably be expected to interfere with the exercise of the Director’s independent and objective judgment);

ii. Not be an employee of OPA;

iii. Attest to their eligibility; and

iv. Attest that they understand and agree to commit to the responsibilities of the office.

The Governance and Nominating Committee shall confirm the eligibility of the nominees in accordance with the Call for Nominations and the nomination process.

G. **Reference Checks**

The Board may prescribe the form and content of, and the standards to be met in conducting, reference checks, including, but not limited to, credit checks and criminal record checks.

H. **The Purpose and Duties of the Nominating Sub Committee**

i. The role of the Governance and Nominating Committee (GN C) is to identify and evaluate potential candidates for nomination and appointment (i) as Directors to the Board of OPA and (ii) as members of OPA’s Board and Standing Committees.

ii. GNC shall make recommendations to the Board of Directors regarding the appointment of candidates as Directors-at-Large of OPA and as members of OPA’s Board and Standing Committees.
I. **Nomination Administration**  
The OPA assigns to the Chief Executive Officer the authority to supervise the process by which candidates are nominated and chosen to stand for election to the Board.

J. **Call for Nominations**

i. The Nominating Sub Committee (via the Chief Executive Officer) will send a notice to all voting members of the Association calling for nominations of candidates for election to the Board of Directors, and specifying that:
   (a) a candidate must be nominated by completing the nomination form provided by the OPA;
   (b) a candidate must be nominated by the members who are not temporary members and whose rights and privileges are not suspended at the time of signing the candidate's nomination form;
   (c) three (3) nominators are required;
   (d) the nomination form must be signed by all of the nominators;
   (e) a candidate must indicate his or her consent to the nomination by signing the nomination form and must date the nomination form;
   (f) the properly completed application form and the nomination form shall be sent by any e-mail, fax or mail to the CEO within 10 days after the date calling for nomination by close of business; and
   (g) all Nominees will be notified that they will be subject to credit and criminal background checks.

ii. A candidate should submit the following materials along with his or her nomination form:
   (a) A photograph of the candidate that meets all specifications established by the Nominating Sub Committee.
   (b) A statement of not more than 120 words, including headings, titles and other similar parts of the statement, containing biographical information about the candidate.
   (c) An election statement of not more than 400 words, including headings, titles and other parts of the statement.

iii. The Chief Executive Officer shall forward all properly completed applications received to the Governance and Nominating Committee.

iv. Where there is an interruption of mail or electronic service during the nomination, the CEO shall extend the holding of the nomination for such period of time as the CEO considers necessary to compensate for the interruption.

v. The Chief Executive Officer will, without undue delay after nominations have been closed, notify Nominees of the Governance and Nominating Committee's decision regarding their eligibility or ineligibility for election based on their application.

vi. In the event that there are an insufficient number of nominees for election, the members of the Governance and Nominating Committee will recruit other potential nominees to ensure that there are at least as many nominees as there are vacant positions for the annual election.
K. More Than The Required Number of Nominees
If after the acceptance of all valid nominations, the number of Nominees eligible to be elected as Director for an electoral district is greater than the number of Directors to be elected for that electoral district, a poll shall be conducted to elect the required number of Directors for that electoral district.

L. Withdrawal of a Nomination
Any Nominee may request the withdrawal of his or her nomination no later than 10 days before the Chief Executive Officer gives notice of the Candidate list.

M. Rejection of a Nomination
i. The Chief Executive Officer may reject a nomination based on a nominee's application.

ii. The Governance and Nomination Committee may reject a nomination based on a nominee’s application, reference checks, credit and criminal background checks.

iii. If the CEO or the Governance and Nominating Committee rejects a nomination, he or she shall communicate to the candidate whose nomination is contained therein with:
(a) the results of his or her examination of a nomination form;
(b) the reasons why the nomination was rejected; and
(c) the time by which the candidate, if he or she wishes to be a candidate in the election of Directors, must submit to the Elections Officer a valid nomination.

iv. If a nomination is rejected, rejected nominees may appeal to the Office of the Chair within 7 days after receiving the rejection notification.

N. Appeal to the Rejection of a Nomination
i. If a nominee appeals to the Office of the Chair for the rejection of his or her nomination by the Chief Executive Officer or the Governance and Nominating Committee, the Office of the Chair shall render its decision within 7 days after receiving the appeal.

ii. If an appeal is granted, the rejected Nominee shall be added to the list of candidates;

iii. If an appeal is not granted, the rejected Nominee shall not be added to the list of candidates.

O. Election Procedures
i. The Chief Executive Officer shall supervise the election process.

ii. The nomination and election process shall be conducted in accordance with a schedule that is not in contradiction to the Bylaws.