

# CAHI BOARD OF DIRECTORS NOMINATIONS PROCESS FOR 2023



Canadian Animal  
Health Institute  
—  
Institut canadien  
de la santé animale

## NOMINATIONS COMMITTEE

The Nominating Committee shall consist of:

- the Immediate Past Chair of the CAHI, as the Nominations Committee Chair;
- the Chair;
- the Vice-Chair; and
- the Secretary/Treasurer.

## NOMINATIONS PROCESS

- The Committee Chair will identify the number of Board vacancies to be filled at the next election and the criteria for each upcoming Board vacancy (*e.g.* full member vs. associate member vacancy), and request nominations from the CAHI Membership at least sixty (60) days prior to the date of the Annual General Meeting, which is typically held the first week of June.
  - The nomination must be signed by the nominator and by the nominee signifying acceptance of the nomination.
  - Nominators may only nominate individuals from outside their own company/organization.
  - The CAHI President and CEO may assist with the identification of potential nominees and their solicitation from the Membership.
  - The call for nominations will be accompanied by a skills matrix for the Board, and nominators will be required to indicate how their nominee meets identified needs from the matrix.

**In 2023, the call for nominations to fill vacancies on the Board of Directors will go out the week of March 27<sup>th</sup>**

- The nominations will close twenty-five (25) days prior to the Annual General Meeting. This will be indicated on the Committee Chair's request for nominations.  
**In 2023, nominations will close on May 3<sup>rd</sup>.**
- A list of all nominations received at the close of the nomination period, together with background information on each nominee and how they can be expected to fill

## CAHI BOARD OF DIRECTORS – NOMINATIONS PROCESS 2023

upcoming desired skills gaps on the Board of Directors, shall be sent to all CAHI Members with the notice of the Annual General Meeting.

- The Nominations Committee will evaluate all nominees against the skills matrix, and from the nominations received, will make a recommendation to the Membership for a complete slate of the new Board of Directors at the Annual General Meeting and request its ratification by means of a motion.
  - There shall be no amendments to the Nominating Committee recommendation.
  - A simple majority shall be sufficient to carry the motion.

**In 2023, the Nominations Committee will issue a recommendation for the slate of the new Board of Directors by May 19<sup>th</sup>.**

- In the event the recommended complete slate of the new Board of Directors put forward by the Nominating Committee is not ratified by the Membership, there shall be an immediate election where all the nominees identified during the initial nomination process for vacancies will stand for election, in addition to any additional nominations arising from the floor, using a closed ballot process. The nominees with the most votes will be elected until all vacant positions on the Board are filled.

### COMPOSITION OF THE CAHI BOARD OF DIRECTORS

The property and business of the CAHI shall be managed by a board of ten (10) elected Directors, of which six (6) shall constitute a quorum. Directors must be eighteen (18) years of age, not be an undischarged bankrupt or a person who is incapable of meeting Board participation requirements due to health reasons, changes in employment status, or time/scheduling constraints.

- Directors are individuals serving as representatives of CAHI member companies.
- Directors shall be elected by the membership from the list of CAHI members presented to the Nominating Committee. A minimum of four (4) Directors shall be representatives of Full Members representing large companies which contribute a significant amount to CAHI's operational budget. A minimum of two (2) Directors shall be Associate Members, at least one (1) of whom shall be an Associate Member from a Purchasing Group.
- A Director who is a representative of an Associate CAHI Member shall not be eligible to be an Officer of the CAHI.

## CAHI BOARD OF DIRECTORS – NOMINATIONS PROCESS 2023

- The Officers of the CAHI are appointed by the Board, and are as follows:
  - the Chair;
  - the Vice-Chair;
  - the Secretary-Treasurer; and
  - any such other Officers as the Board of Directors may determine.
  - the Immediate Past Chair of the CAHI;
- Following the completion of the Chair's term of office, the outgoing Chair will continue to serve on the Board in an elected position of Past Chair for a two-year term; this position is included in the Slate of Directors under the Directors-at-Large category
- A Director may be appointed to any office of the Board of Directors. With the exception of the Chair of the Board and the Vice-Chair of the Board, an Officer may, but need not be, a Director. (*revised version of By-Law 11*)
- Any two (2) offices may be held by the same person.

### TERMS

- According to the revised version of By-Law 11, Directors shall be elected for a term of three (3) years, expiring not later than the close of the third Annual General Meeting of members following the election. An elected Director's term begins immediately following the close of the Annual General Meeting at which they are elected.
- Each CAHI member company, having an individual who is elected to the Board as a Director, is entitled to representation on the Board of Directors for one full consecutive three (3) year term. Following the completion of a Director's three (3) year term, the CAHI member company is not eligible for representation on the Board again until a period of eleven months has elapsed from the date of the Director's retirement.
- If a Director is an Officer or a member of the Executive Committee, such Director's term shall not expire (and may extend beyond the aforesaid three (3) year term period) until such time as the Director is no longer is an Officer and/or a member of the Executive Committee.
- The Officers of the CAHI shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead
- Officers shall be subject to removal as detailed in section 34 of the revised By-Law 11.

### FILLING INTERIM VACANCIES ON THE CAHI BOARD OF DIRECTORS

- Interim vacancies on the Board of Directors may arise during the course of the year as a result of individuals resigning or being otherwise unable to fulfill their duties as Directors.

## CAHI BOARD OF DIRECTORS – NOMINATIONS PROCESS 2023

- Such interim vacancies may be filled by another representative from the same company for the remainder of the current year, when approved by a majority vote of the remaining members of the Board of Directors.
- A replacement Director should then stand for election to complete the remainder of the original Director's three (3) year term through the usual Nominations Process at the following Annual General Meeting.