



## FOOD FOR LIFE CANADA CHARITABLE CORPORATION

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| <b>POLICY CATEGORY</b>  | BOARD GOVERNANCE                 |
| <b>POLICY NUMBER</b>    | BG5                              |
| <b>TITLE OF POLICY</b>  | BOARD COMPOSITION AND SUCCESSION |
| <b>APPROVED BY</b>      | BOARD                            |
| <b>DATE OF APPROVAL</b> | DECEMBER, 2007                   |
| <b>REVISION DATE</b>    | NOVEMBER, 2015                   |

### **Board Size and Composition**

The Board size is a minimum of five and a maximum of fifteen members.

To the extent practicable, the Board composition shall be targeted to reflect a balance in gender, ethnicity, profession/career background and geographic representation from those communities where Food for Life (“FFL”) is active.

### **Qualifications for Board Membership**

1. Ideally, the Board Members will collectively have skill/experience in:

- Healthcare and/or delivery of social services
- Legal, ideally with experience in the not-for-profit sector
- Food industry experience/food safety and risk management
- Fundraising
- Finance and accounting
- Supply chain, warehousing and logistics
- Communications and marketing
- Human resources
- Information technology
- General business management experience
- Education
- Project management
- Insurance

2. Board Members will also be expected to volunteer and/or participate in other areas of Food for Life.
3. In addition to the above, individual board members should possess the following characteristics:

*Legitimacy* – being recognized by others as consequential, due to significant position or visibility or record of achievement;

*Referent power* – having key relationships or connections to other individuals or organizations. In their communities, Board Members have relationships with a wide variety of people and are able to draw on these personal resources on behalf of Food For Life as the need arises;

*Personal* – relating to an individual’s character, conduct, and motives. These include personal giving history and volunteer commitment; and

*Expertise* – having special skill or knowledge, e.g. prior board experience, leadership capability, or business management savvy; a track record of “getting the job done.”

### **Board Member Selection Process**

The Governance and Nominating Committee (GNC) Chair will review applications from BoardMatch, Charity Village, The Institute of Corporate Directors and will also consider referrals or recommendations from Food for Life donors, agencies and other partners and stakeholders and current or former Board members and FFL, and will approach potential candidates when the Board needs to fill gaps, based upon a search profile as determined by the Board. A matrix of Board skills will be maintained by the GNC to highlight the specific profile required at the relevant time.

Potential candidates will be interviewed by a minimum of two (2) members of the GNC.

Following a positive second interview, reference checks will be conducted, after which the Board Chair will have the opportunity to meet and endorse or reject the candidate. Following, a motion to approve the appointment of the candidate to the Board will be presented at a Board meeting and, if approved, a meeting of the Members of the Corporation will be convened to appoint the candidate as a Member of the Corporation.

### **Board Executive Positions**

Prior to the Annual General Meeting, the Chair of the GNC will propose a slate of Officers for the ensuing 12 months. These are: Chair, Vice-Chair, President, Secretary and Treasurer and, if

applicable, Past-Chair. Unless otherwise determined by the Board, the Chair will also serve as the President.

### **Board Chairperson Succession**

Given the instrumental nature of the Board Chair position, the Board will have in place a Departure-Defined Succession Plan – a process that addresses a future planned departure.

Among other elements, the succession plan will include:

- establishing a timeline for change
- identifying desired leadership skills/traits
- development of an internal and external communication plan
- conducting an executive search/ hire
- implementing a transitional work plan

In the event of an unplanned departure by the Board Chair, the Vice-Chair will assume the role of “acting” Board Chair until such time as the succession plan can be implemented.