



**Habitat for Humanity®**  
**Habitat pour l'humanité®**  
Canada

**Call for Nominations/Applications  
to the National Board of Directors**

**2023 NATIONAL BOARD OF DIRECTORS  
NOMINATIONS INFORMATION PACKAGE  
October 17, 2022**

## 2023 Nomination Information

### Habitat Canada NBOD Nomination/Selection/Election Schedule

i. Nominations/Applications will be accepted immediately following the distribution of the Call for Nominations/Applications. Completed nominations/applications submitted electronically must be received by Tuesday, December 13, 2022, at 5:00 p.m. ET. Completed nominations/applications submitted by mail must be postmarked no later than December 13, 2022.

ii. All nominations/applications will be acknowledged by HFHC within 15 days of receipt.

The Nominating Committee will review all nominations/applications and interview shortlisted candidates in January and February 2023.

iii. Following the interview process, the Nominating Committee will recommend a list of internal and external candidates to the NBOD for approval as Board nominees.

Recommended Board nominees will be contacted by the Board Chair, the CEO and the Nominating Committee Chair to further discuss their candidacy, clarify expectations, and address questions the nominees may have.

iv. In February 2023, all nominees/applicants will be advised whether or not they have been approved by the NBOD as a Board nominee.

v. In April 2023, affiliate members will receive a brief profile of each approved nominee.

vi. Each approved nominee is expected to attend the HFHC Annual General Meeting (AGM) on Friday, May 12, 2023, when the approved Board nominees will be presented to the membership for election.

vii. The newly elected NBOD's first meeting will be held on May 13, 2023, following the Annual General Meeting and National Conference. At this meeting, NBOD Officers will be elected and orientation for new NBOD members will begin.

### All NBOD members are expected to:

- Attend all scheduled board meetings, including up to four in-person or videoconference meetings annually. Face-to-face full-board meetings are currently held twice a year, generally on a Friday or Saturday.
- Dedicate 3-4 hours for preparation prior to each board meeting, in addition to meeting and travel time.
- Participate on at least two NBOD committees.
- Attend the Habitat Canada National Conference and Annual General Meeting (typically held in late April or May) for up to three days.

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- Help Habitat Canada to expand its resource base by sharing expertise and providing access to personal or professional contacts who may be interested in contributing to Habitat's success.

### All NBOD committee members are expected to:

- Attend all scheduled committee meetings (normally 6 - 8 annually). These meetings are generally held by videoconference.
- Bring to the committee a high degree of interest and/or expertise in the areas being addressed.
- Schedule 1-3 hours for preparation prior to each meeting.

### Note:

- NBOD members are not remunerated for their volunteer services.
- All expenses related to participating on the Habitat Canada's National Board of Directors or its committees are covered by Habitat Canada in accordance with Habitat Canada policy.
- It is powerful for our stakeholders to hear that 100% of NBOD members make a financial contribution to Habitat Canada each year. We aim for 100% NBOD members to donate to Habitat Canada, with the amount of the contribution left to individual members to determine.

As noted above, the next NBOD election will take place at the Habitat Canada Annual General Meeting scheduled for Friday, May 12, 2023.

**Nomination forms are enclosed with this package.** Completed forms sent by email must be received by December 13, 2022, at 5:00 p.m. ET and sent to [baranha@habitat.ca](mailto:baranha@habitat.ca). Completed forms sent by mail must be postmarked no later than December 13, 2022, and sent to:

Mr. Imran Thaver  
Chair, Nominating Committee  
c/o Brenda Aranha  
Habitat for Humanity Canada  
477 Mount Pleasant Road, Suite 403  
Toronto, ON M4S 2L9

If you do not receive confirmation that your nomination form has been received within 15 days of submitting it, please contact Brenda Aranha at 1-800-667-5137 or [baranha@habitat.ca](mailto:baranha@habitat.ca).

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### **BOARD NOMINATIONS & ELECTIONS** (Excerpts from Bylaw Policies)

#### By-Law Policy on Board Nominations & Elections

The following guidelines shall be used for the nomination and election of Directors of the Corporation:

#### **Board Composition**

1. The Board of Directors will be made up of:
  - a. Directors who shall be either “internal” Directors or “external” Directors. “Internal” Directors are Directors who will have been nominated by boards of directors of Affiliate Members where the Director resides in the Service Area of the Affiliate Member. “External” Directors are Directors who will have been nominated and elected from the public-at-large;
  - b. Directors of whom at least a majority shall be “internal” Directors;
  - c. at least one Director from each of the following five (5) geographic regions (each a “Region”), provided that each Region either has an incumbent Director or, if there is no incumbent Director for a particular Region, at least one (1) candidate for Director has been nominated by that Region:
    1. British Columbia and the Yukon
    2. Alberta
    3. Saskatchewan, Manitoba, and the Northwest Territories
    4. Ontario
    5. New Brunswick, Nova Scotia, PEI, Newfoundland and Labrador, Quebec and Nunavut;
  - d. no more than five (5) of the “internal” Directors from any one Region; and
  - e. no more than five (5) “external” Directors.
2. Board composition with regard to the 5 Regions is designed to ensure regional diversity, not for the purpose of regional representation. All Directors are to serve the interests of the Corporation and all its Affiliate Members.
3. Directors will be vetted by the Nominating Committee to ensure that they have the prerequisite skills, experience and expertise to serve on the Board.

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4. All other factors being equal, the Nominating Committee will try to foster a Board of Directors which is diverse with respect to gender, ethnicity, and professional experience.

### Nominations Process

1. The Nominating Committee shall maintain a Board Inventory which catalogues Director profiles, tracks the rotation schedule of Directors, identifies vacancies that need to be filled, and indicates required characteristics that should be sought from future candidates to the Board.
2. The Nominating Committee shall use the Board Inventory to develop a profile of “required candidates” and for preparing a “Call for Nominations” that will be issued to Affiliate Members and, where appropriate, to the public at large.
3. The Nominating Committee shall, after the Call for Nominations is closed, review the nominations and assess those nominations as against the profile for required candidates and shall recommend to the Board of Directors a list of eligible and proposed candidates, together with the proposed term of office for the successful candidates, for approval for distribution to the Affiliate Members.
4. Upon approval of the candidates by the Board of Directors, the Nominating Committee shall prepare and distribute to Affiliate Members a list of eligible and proposed candidates and the term of office for the successful candidates at least one month prior to the Annual General Meeting. Also provided for each candidate will be their biographical profiles and the nomination forms stating who is nominating them to the Board of Directors.

### Election Process

1. The Nominating Committee shall ensure that ballots listing all eligible and proposed candidates are prepared, distributed and properly counted for the election of Directors at the Annual General Meeting. It shall be at their discretion whether or not to have separate ballots for “internal” and “external” candidates and all other matters pertaining to the voting procedure.
2. Nominated candidates will be given an opportunity to address the Members at the meeting where the Directors are to be elected, the allocated time for which will be determined by the Nominating Committee but will not exceed 5 minutes per candidate.

### **BY-LAW POLICY ON BOARD COMMITTEES AND ADVISORY GROUPS**

1. Committees of the Board of Directors (other than the Finance & Audit Committee the members of which must all be members of the Board of Directors) may be comprised of Directors only or both Directors and non-Directors provided that the Board of Directors may not delegate any of its powers to any committee that includes one or more non-Directors as members.

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2. All committees of the Board of Directors will be chaired by Directors who will be responsible to report at each regular meeting of the Board on the activities and recommendations of their committee. The chairs of each committee of the Board of Directors shall be determined by the Chair and ratified by the Board of Directors at the first Board of Directors meeting held immediately following the Annual General Meeting ("AGM") in each year.
3. The chairs of each of the committees of the Board of Directors shall provide reports to the Board of Directors at Board of Directors meetings.
4. The Nominating Committee shall solicit expressions of interest from the Affiliate Members for service on committees of the Board of Directors (the "Committee Service Notice") as soon as practical after the first meeting of the Board of Directors following the AGM each year, with a written request that expressions of interest in serving on Board of Directors committees be submitted to and received by the Nominating Committee on or before a date to be specified in the Committee Service Notice.
5. All appointments to committees of the Board of Directors must be approved by the Board of Directors who shall consult with the Nominating Committee on such matters. To this end, the Nominating Committee shall present a slate of recommended committee appointments to the Board of Directors for approval by the Board of Directors as soon as possible after the AGM in each year and in any event no later than the first day of June in each year.
6. Committee appointments shall be for a term of one (1) year, with the term to commence on the first day of June in each year and to end on the thirty-first day of May in each year. In the event that a Director, who is a member of any of the committees of the Board of Directors, resigns from the Board of Directors, is removed from the Board of Directors, or whose term of office expires during the year, then upon said Director leaving his or her office of directorship, such person shall be deemed to also have resigned on the same day from any committees of the Board of Directors on which such person is serving.
7. The Board of Directors shall be authorized to create and dissolve all committees and advisory groups of the Board of Directors as deemed necessary by the Board of Directors, and to revise the terms of reference for all committees and advisory groups of the Board of Directors from time to time, including the creation and dissolution of all standing committees, in the Board of Director's discretion.
8. Unless otherwise determined by the Board of Directors, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members and to formulate its own rules of procedure. To the extent that the Board of Directors or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board of Directors meetings shall apply with all necessary modifications.