



ELECTION PROTOCOL HRPA BOARD OF DIRECTORS ELECTION

The procedure for electing Member Directors to the Board of Directors (“Board”) is governed by the HRP A By-Laws (“By-Laws”) and the election procedures approved by the Board including the Election Protocol prescribed below. In the event of a conflict between the following text and the text of the By-Laws, the provisions of the By-Laws shall prevail.

1.0 GENERAL

“Candidate” means a nominee who has been approved as a Candidate for election to the Board pursuant to section 5.0 of the By-Laws.

“Chief Elections Officer” The CEO and Secretary of the Association, or designate, shall act as the Chief Elections Officer and implement the Nomination and Election process laid out in the By-Laws and the Election Protocol.

“Member” means an individual who is admitted as a Member of HRP A according to the criteria established in the By-Laws.

“Nominee” means a person who submitted a written application to be considered as a Candidate for election to the Board pursuant to Section 5 of the By-Laws.

“Time Limits” mean the dates of the steps in the election process as prescribed in Section 5 of the By-Laws.

“Status of Acceptance”. In accordance with the By-laws, the Nominating Committee will identify to the Voting Members, the slate of Candidates that the Committee recommends as Member Directors who best fit the skill and competency needs of the Board. Each candidate will be notified of their Status of Acceptance, in accordance with the prescribed time limits.

2.0 APPLICATION OF ELECTION PROTOCOL

2.1 Unless otherwise stated, the Election Protocol applies to Nominees and Candidates.

2.2 Election Protocol is in force from the filing deadline to submit Board of Directors Nomination Forms (“Nomination Form”) to the announcement of the new Board of Directors.

2.3 Any alleged impropriety or misconduct under the Election Protocol by Board Members will be referred to the Governance and Nominating Committee for review and action, where appropriate.

3.0 NOMINATION PROCESS

3.1 Chief Elections Officer or designate will provide each voting Member with a notice of nomination and relevant election dates and process included in the Time Limits

3.2 Every voting Member who wishes to stand for election to the Board must submit the properly completed Nomination Form, the Candidate Application Form and the Good Character Attestation Form.

- 3.3 Candidate Applications Forms must include complete information on education, professional and governance history, along with a biographical statement.
- 3.4 Statements indicating that a Member has or is currently providing professional services to HRP A, and/or includes the Member's home telephone number, are not permissible and should not be contained in the biographical statement.
- 3.5 Members must sign a declaration that all information submitted is accurate and true.
- 3.6 Chief Elections Officer shall forward all properly completed Forms to the Board Nomination Committee. Incomplete Forms will not be brought forward to the Board Nomination Committee.
- 3.7 During the deliberation process, nominees are considered for candidacy based on their skills and experience balanced with the skills and experience desired for Board service.
- 3.8 The procedures outlined below may be used to assist the Board Nominating Committee (BNC) in conducting a fair and equitable evaluation, deliberation, and recommendation process for all nominated candidates:
- Conducting reference checks to ensure complete information on education, professional and previous board history
 - Conducting required background checks.
 - Reviewing and assessing applications against the results of the Board competency assessment matrix as provided to members through the call for nominations to the Board.
- 3.9 The Board Nominating Committee will notify Nominees of their acceptance or rejection.
- 3.10 In accordance with the by-laws, the Board Nominating Committee will present to the Voting Members the full list of Nominated Candidates.
- 3.11 The Board Nominating Committee will advise nominees of the status of their acceptance.
- 3.12 Rejected Nominees may appeal to Appeal Committee within Time Limits.
- 3.13 Any individual may withdraw their nomination or candidacy within the Time Limits prescribed in the By-Laws.
- 3.14 Chief Election Officer will announce Candidates, and ballots for election of Member Directors will be sent out. Campaign Period ("Campaign Period") begins for Time Limits.
- 3.15 HRP A will publish on its website, summary information about each candidate. This will assist our members in making a selection of their preferred candidates.

4.0 AVAILABLE HRP A RESOURCES

- 4.1 During the Campaign Period, HRP A will distribute to all voting members campaign materials including Candidates' biographical statements. This information will be posted on the HRP A website for the duration of the campaign period.
- 4.2 Other than that outlined in 4.1, no other form of assistance will be provided to the Candidates by HRP A or its Chapters. For example, use of letterhead, staff resources or services are not available to Candidates or Members on their behalf.

5.0 CODE OF CONDUCT

- 5.1 Candidates are free to campaign at their own expense in order to solicit and obtain support.
- 5.2 Campaigning may be done by whatever means the Candidate wishes to follow such as written correspondence, telephone, fax, email, personal social channels or in person.
- 5.3 Any correspondence with Members by a Nominee or Candidate regarding the election shall indicate that Member's contact information was not provided by HRP.
- 5.4 Nominees and Candidates shall not use HRP letterhead or logo on any written correspondence nor should they utilize any HRP facilities such as facsimiles, photocopiers, computers, etc. under any circumstances.
- 5.5 Candidates shall not solicit the support of any HRP staff members during campaign period. (This includes staff working with Chapters).
- 5.6 Candidates shall not solicit support from Chapter Boards for endorsement or use Chapter email distribution lists or social media outlets. Any member may recommend a candidate, but nominees cannot solicit endorsement from a sitting Chapter Director on behalf of the Chapter as a whole.
- 5.7 All campaign-related comments, be it verbal or written, must be centered on issues—not personalities of others.
- 5.8 Candidates who currently provide professional services directly to HRP or whose firm currently provides professional services directly to HRP, the value of which services exceed \$500 per annum, if successful in their bid for election, will automatically be deemed to be in conflict of interest and will be required to conduct themselves in accordance with the Code of Conduct for Directors.
- 5.9 Nominees attest to understanding the HRP Directors Code of Conduct.

6.0 ROLE OF BOARD MEMBERS, CHAPTER BOARD EXECUTIVES AND STAFF DURING CAMPAIGN PERIOD

- 6.1 Board Members, Chapter Boards and staff shall not, officially align themselves with, campaign on behalf of, or publicly endorse Candidates.
- 6.2 Board Members and Chapter Board Members shall not use HRP letterhead or logo on any written correspondence nor should they utilize any HRP staff or facilities such as facsimiles, photocopiers, computers, etc. under any circumstances for any campaign related activities.
- 6.3 HRP and Chapter Staff may not participate or vote in Board Elections at the Provincial or Chapter level.
- 6.4 If a Chapter determines that they will host a "meet the candidates" session, all candidates must be invited and given equal opportunity to participate.

7.0 ROLE OF MEMBERS OF THE BOARD NOMINATION COMMITTEE

- 7.1 Members serving on the Board Nomination Committee may canvas potential Nominees to ensure that there are at least as many Candidates as there are vacant positions for the annual election.

7.2 Members of the Board Nomination Committee shall not actively campaign on behalf of any Nominee or Candidate.

7.3 Members of the Board Nominating Committee may not sign a Nomination Form as a reference.

8.0 MINIMUM QUALIFICATION OF DIRECTORS

In order to be eligible to be elected as a Member Director, a person must:

- (a) hold a CHRP, CHRL or CHRE designation;
- (b) be a Member in good standing;
- (c) not be the subject of any disciplinary proceedings by the Association;
- (d) not have a finding of Professional Misconduct or Incompetence against the Member in the three years preceding the date of the election;
- (e) not have been prohibited from serving on the Board pursuant to Section 6 in the past seven years;
- (f) reside or work in the Province of Ontario;
- (g) have previous board and governance experience satisfactory to the governance and nominating committee;
- (h) have skills and experience commensurate with the needs of the Board and Association as determined by the governance and nominating committee;
- (i) be at least 18 years old;
- (j) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (k) not have been found to be incapable by any court or regulator in Canada or elsewhere;
- (l) not have the status of bankrupt;
- (m) not have a conflict of interest to serve as a Member Director or has agreed to remove any such conflict of interest before taking office; and
- (n) meet all other criteria established by the Board, including, but not limited to, reference checks satisfactory to the Board.