

Policy 5: PMI Toronto Board of Directors Nomination and Election Policy

Purpose

The objective of this document is to provide guidelines for the nomination and election of candidates for the PMI Toronto Chapter (PMI Toronto) Board of Directors (the Board) and the assignment of Board roles.

Scope

This policy applies to the PMI Toronto Board and the appointed Nominations Committee. The nomination and election of Board Directors will be conducted in accordance with the Bylaws and this policy. In the event of a conflict between the procedure listed in the Bylaws and this policy, the Bylaws shall take precedence.

Review Cycle:

The PMI Toronto Executive Committee will annually review the expected candidate criteria to ensure the criteria are current and relevant and will present any recommendations for change to the Board for discussion and vote.

Effective Date: May 13, 2025

OVERVIEW AND INTRODUCTION

The PMI Toronto Board consists of a minimum of three and a maximum of twelve Board Directors. Directors are elected for two-year terms starting at the beginning of PMI Toronto's fiscal year. Up to Six eligible Board Director positions are available for election to the Board each fiscal year.

PMI Toronto members may apply for consideration to be on the ballot each election cycle. Nominations are subject to the criteria outlined in this policy and the specified conditions in the Bylaw. Board Members with expiring board terms are subject to Bylaw restrictions outlining the maximum consecutive length of time an individual may serve on the board.

If there are vacancies outside of the regular election process, the Board may appoint a Board member, at their discretion through a Board resolution according to "Policy 7: Board Appointments." **Note:** Board appointments are at the discretion of the Board to fill an immediate need for the benefit of continuing Chapter operations. Board appointments need not meet all eligibility requirements outlined in this policy, with some exceptions: the candidate may not be an active Authorized Training Partner (ATP), must meet local residency requirements, and must be an active PMI Toronto member in good standing.

Eligibility to be on the slate for PMI Toronto election is limited to members in good standing with the Chapter for at least 365 days by the time they are to commence their term on the Board of Directors. All candidates are required to complete the application forms in line with the specified instructions and deadlines. All candidates must reside within the PMI Toronto Chapter's boundary as defined by PMI Global. Please refer to **Section 1.1** for a list of eligible postal codes. Candidates that reside outside of this boundary, may apply for an exception with PMI Global and may be eligible to run for election subject to PMI Global's approval.

1. ELECTION QUALIFICATION

Some candidates may be relatively new to the Chapter or have little or no exposure to the Chapter activities. This has occasionally translated into limited knowledge and understanding of the Chapter's role and objectives, impacting Chapter operations and delivery of services to PMI Toronto members. It is strongly recommended that all new nominees reach out to current Board members prior to applying, to gain a better understanding of the role and the Chapter.

In the spirit of ensuring qualified candidates can best lead Chapter programs and operations, and support their fellow Board Directors, the following criteria must be considered:

1.1 Eligibility Criteria

All candidates must meet the following criteria:

- 1) Be a member of PMI Toronto for 365 days prior to assuming office on January 1.
- 2) Have at least 1 year volunteering with PMI Toronto, or equivalent experience in a volunteer leadership role in other volunteer-run organizations.
- 3) Attend a PMI Toronto Board Nomination Information Session.
- 4) Be available to attend and participate in strategic planning meetings, dates which will be shared with the call for nominations.
- 5) Complete the Candidate Nomination and Self-Evaluation Form.
- 6) Complete the Conflict of Interest and Confidentiality Agreement Form.
- 7) Persons that have resigned from any PMI Toronto volunteer position, or been removed from a Chapter Leadership position must seek a letter of recommendation from the current Board in order to be considered for nomination.
- 8) Returning Board member candidates must provide 3 references from the current Board members as the Nominations Committee will verify candidates' performance and eligibility to re-run.
- 9) The candidate must not be or plan to be a PMI-ATP instructor or provider during the term of service or provide paid and/or contractor services to PMI Toronto in any capacity.
- 10) Hold an active full membership with PMI. Individuals with a student membership classification are not eligible to serve on the Board, in accordance with the Articles of Incorporation.
- 11) Not currently hold or intend to hold positions with other PMI Chapters.
- 12) Not hold or plan to hold roles with PMI Global where concurrent Chapter-level volunteering is not permitted.
- 13) Candidates must meet Ontario requirements established in ONCA. A director must be:
 - i) an individual
 - ii) 18 years of age or older
 - iii) a person who has not been found incapable of managing property under the Substitute Decisions Act, 1992 or the Mental Health Act
 - iv) a person who has not been found incapable by any court in Canada or elsewhere
 - v) not bankrupt
- 14) Candidates must reside within the chapter's postal code boundaries or receive prior exception by PMI Global to run if outside of the area. You may contact the chapter office if you require details to go through this process.

Eligible Postal Code areas:

M1A - M9D
P1C - P1Z

N1A - N1B
N1D - N1D

L0T - L0Z
L3P - L3Z

P0A - P0Z
P1A - P1B

P2B - P2Z
M9F - M9V
M9W - M9Z
N2W - N2Y

N1N - N1Z
L0D - L0F
L0J - L0J
L0L - L0M

L4A - L4S
L6A - L6G
L9S - L9S
L9V - L9Z

P2A - P2A
P3A - P7Z
P8A - P9Z

1.2 Candidate Review and Selection Process

After the submission of Candidate's Eligibility, Nomination and Self-Evaluation Form, the Nominations Committee reviews the submission and conducts a candidate interview meeting with eligible shortlisted candidates for further clarifications and exploration of candidate's details.

The Nominations Committee, at its discretion, can request the candidate to provide supporting documents, such as but not limited to resume, statement confirmation, additional references, etc.

The Nominations Committee will ensure the required criteria are met for each submission before shortlisting any candidates for interview. These are listed under *Eligibility Criteria Section 1.1*. The committee may at their discretion, decide which candidates to shortlist to interview based on application details and references feedback. Candidates that do not meet the requirements or are not shortlisted for interview will receive no communications from the committee.

The Nominations Committee will review according to the selection process outlined in **Section 1.2. A, B, and C**, and then finalize the draft recommendation of the PMI Toronto Board of Directors elections slate for Board approval.

Candidates that have been accepted or declined are not entitled to request or receive feedback for the Committee's or Board's decision.

A) Qualities and aptitude according to Candidate Nomination and Self-Evaluation form and Candidate Interview Meeting:

The evaluation consists of the following assessment of the candidate's qualities, which the Nominations Committee may seek further details during the candidate interview meeting:

- 1) Capable of expressing clearly why they wish to be on the Board.
- 2) Understands the Chapter's mission, goals, and services.
- 3) Able to act in the best interests of PMI Toronto and to support Board decisions once they have been voted on.
- 4) Has experience with and is capable of recruiting, onboarding, and leading volunteers.
- 5) Has experience in strategic planning and/or establishing organizational/departmental goals
- 6) Has experience delivering objectives with minimum supervision.
- 7) Capable and willing to participate and contribute as a team member (has demonstrated as a team contributor).
- 8) Understands the time commitment required.
- 9) Understands confidentiality requirements that pertain to membership and Board discussions.
- 10) Conflict of Interests declared by the candidate and impact on performing duties as a director on the Board.
- 11) Focus on the success of PMI Toronto and professional growth with PMI.
- 12) Has experience and skill sets in at least one of the following disciplines: finance, operations, not-for-profit volunteer leadership, member support, professional development, and business analysis.

B) Appropriate qualifications as outlined by *PMI's Criteria, Election Activity, and Candidate Communication* including:

- 1) An appreciation for the value of the profession served by PMI.
- 2) The willingness and experience to serve others.
- 3) The experience and appreciation of working in a collaborative, collegial, respective, and productive way with people having diverse backgrounds and viewpoints.
- 4) The experience and/or ability and appreciation of performing governing duties to meet legal and regulatory requirements inherent in the fiduciary oversight of a Board.

C) Candidates that have ever served on the PMI Toronto Board:

- 1) For past and current Board Members who intend to run for election, previous Board experience, contributions and performance will be criteria for evaluation. The Nominations Committee must reach out to the Board through the Board Liaison for the historical performance of the candidate.
- 2) In addition, current Board Members who intend to run for re-election will need to provide 3 references from current Board Directors, a recommendation from the Executive Director would also count towards the three references requirement.

2. ELECTIONS

2.1 PMI Toronto Board Elections Timelines

Notice of all Elections shall be sent by the Nominations Committee to all Chapter members at least thirty (30) calendar days in advance of the Election voting period.

Chapter Elections shall be held at the Annual Members Meeting.

Elected candidates must confirm their acceptance within 10 days after the election, including confirmation of availability to attend required meetings (annual planning, Board meetings, etc).

2.2 PMI Toronto Board Elections Slate

The nominations committee will present the draft slate to the Board of Directors. Upon approval from the Board, the slate will be finalized and the Nominations Committee will notify potential candidates of the outcome.

The Board may then decide how many seats are up for election, minimum 1, maximum 6 as per the bylaw.

The candidates that have made the slate will then be requested to supply a short bio and photo for posting to the PMI Toronto Board Elections ballot. Candidates must adhere to the word limit and deadlines or they will be removed from the slate.

2.3 No Campaigning/Electioneering

No funds or resources of PMI Toronto, or its Branches, employees, contractors, or volunteers shall be used to support the nomination or election of any candidate or group of candidates except for information posted on the official voting platform or published through PMI Toronto-sanctioned media in direct support of the election process.

No candidate or PMI Toronto member may utilize any campaign materials such as posters, buttons, electronic means (i.e., email, social media platforms), group activities, endorsement, or sponsorships to promote a

candidate. If a candidate becomes aware of a PMI Toronto member campaigning, they must notify the Nominations Committee immediately, in writing, and take necessary steps to stop the activities.

Candidates may respond to questions from PMI Toronto members regarding their candidacy only if the communication is performed through PMI Toronto Office and sanctioned by the Nominations Committee. Such communication will focus on the candidate's qualifications and may not make reference to any other candidate or any existing PMI Toronto Board Members.

PMI Toronto may not participate in any activity or provide opportunities at any PMI Toronto-sponsored function that promotes or negatively impacts a particular candidate.

If a candidate does not adhere to the No Campaigning/Electioneering policy, they will be disqualified and removed from the ballot immediately.

2.4 Electronic Voting and Election Results

The Nominations Committee will announce the election timeline to PMI Toronto members through approved channels (e.g. via email notice to members of record as of the date of the communication).

Elections will be conducted by any technology approved by the Board that meets requirements with ONCA and the Bylaw.

PMI Toronto members may cast one vote per nominee, up to a maximum equal to the number of available seats. Members may not vote more than once for the same nominee.

A nominee is eligible to vote as part of the election as they are also PMI Toronto members in good standing.

Once voting is closed, the results will be announced at the Annual Members Meeting or within 10 days depending on the voting technology constraints, and Directors will be contacted by the office or the Board to confirm their acceptance and begin onboarding and knowledge transfer ahead of assuming office on January 1.

2.5 Assuming Office and Transition

Candidates who are elected to the Board shall take office on the first day of the new fiscal year following their election and shall hold office for the duration of their term or until their successors have been elected and assume the office unless they resign or are removed.

A joint meeting of the outgoing and incoming Board will take place to ensure the transition of responsibilities. Programs and operations transitions will also take place to ensure the continuity of PMI Toronto.

3. NOMINATIONS COMMITTEE

3.1 Nominations Committee Governance

The PMI Toronto Nominations Committee oversees the Board election process. To mitigate conflict of interest, the governance of this committee may change depending on the context:

3.1.1 Board Liaison Appointment

The default is for the Executive Director to serve as Board Liaison to the Nominations Committee, as the committee also requires administrative support with Chapter technology and communications. If the Board

chooses to not have the Executive Director perform this duty for a given year, or if any of the following conditions apply:

- 1) there is no Executive Director,
- 2) the Executive Director declines or is unavailable, or
- 3) the Executive Director intends to run for election to the Board,

then the Board may appoint an alternative:

- 1) If the President is not re-running for Board Director in this election, the President is the Board Liaison to the Nominations Committee.
- 2) If the President is up for re-election, the Board Liaison is the entirety of the Executive Committee.
- 3) If all members of the Executive Committee are up for re-election, the Nominations Committee reports to a Board Member on their first of two-year terms as appointed by the Board. This Board Member is the Liaison between the Board and the Nominations Committee.

3.1.2 Chair Appointment

- 1) The Nominations Committee Chair is proposed for appointment by the Executive Committee, and reports to the Board Liaison. The Nominations Committee Chair appointment is subject to the approval of the Board.
- 2) If the Nominations Committee Chair resigns or is removed, the Nominations Committee will be dissolved and a new Nominations Committee will be required.

3.1.3 Committee

- 1) The Nominations Committee Chair suggests a minimum of two members to serve on the committee.
- 2) The suggested committee members are communicated to the Board through the Board Liaison and are subject to Board approval
- 3) While the Board does not appoint members to the Nominations Committee, the Board reserves the right to veto or remove committee members, in such cases where the Board may not have confidence that the individual would act in line with PMI and Chapter values. This may be decided by a simple majority vote through an official Board motion.

3.2 Nominations Committee Requirements and Responsibilities

The following requirements exist for selecting members of the Nominations Committee:

3.2.1 Nominations Committee Chair

It is a requirement that the Nominations Committee Chair be an active member of PMI Toronto in good standing. They are not required to meet the local residency criteria that are in effect for candidates and other volunteer roles.

The Nominations Committee Chair should have insight and be able to screen for qualities and qualifications of candidates that would best perform in the Board Director role.

Every effort has been made to find a proposed Nominations Committee Chair who has served on the PMI Toronto Chapter Board of Directors. This requirement exists so they may accurately represent and describe the work, impact, and time commitment of a Board of Directors role to nominees and the other members of the committee.

If in a given cycle it is not possible to find a past board member to serve in this position, after every possible effort has been made, the Board may resolve a Nominations Committee Chair appointment as outlined in section **Section 3.1.2**.

3.2.2 Nominations Committee Members

- 1) The Nominations Committee Chair may choose to include a previous Nominations Committee member to facilitate knowledge transfer and continuity.
- 2) Committee members must be PMI Toronto Chapter members in good standing.

3.2.3 Nominations Committee Responsibilities

The Board liaison will onboard the Nominations Committee Chair, which includes details of the roles and responsibilities of the Chair, Nominations Committee members, and expectations for the elected PMI Toronto Board Director.

The Nominations Committee is responsible for, but not limited to:

- 1) Must abide by the Project Management Institute's Code of Ethics and Professional Conduct
- 2) Must maintain confidentiality of information obtained within the privilege of Nominations Committee duties.
- 3) All communications will be conducted through **@pmitoronto.ca** emails.
- 4) Communicating with members regarding elections, including but not limited to the nomination process, timelines, and the election process.
- 5) Reviewing nomination applications.
- 6) Validating that candidates have followed the approved process to be on the slate.
- 7) Interviewing shortlisted candidates and checking all references to ensure candidates meet the eligibility qualifications.
- 8) Meet with the Board Liaison and PMI Global partners for the historical context of all nominees.
- 9) Provide progress and status updates to the Board Liaison.
- 10) Facilitate a minimum of two Board Nominations Information sessions. This presentation content is on PMI and the PMI Toronto structure, operation, bylaws, and expectations of Board Directors, plus an overview of a typical Board Director's role and responsibility, and lastly, provide time to answer questions about the role and the process.
- 11) Recommend a slate of candidates for Board approval, containing only eligible candidates according to this policy and nominations committee process.
- 12) Communicate to all applicants, via a general notice (e.g., Bcc email), once the Board has accepted the recommended slate of candidates. Set expectations that the official announcement will be made to the full membership, and that no individual feedback will be provided to candidates. This will serve as the final action of the Nominations Committee before its dissolution.

The PMI Toronto office provides the Nominations Committee with administrative support, such as collecting candidates' information for posting, administering the registration forms, voting technology online, etc.

3.2.4 Nominations Committee Process: Timelines & Forms

Timelines:

The Nominations Committee coordinates with PMI Toronto's Chapter Engagement Specialist to ensure communication to potential candidates and members follow the approved timelines, in accordance with requirements within the PMI Toronto Bylaws.

- 1) Adhere to PMI Toronto Board Elections Timelines **Section 2.1.**
- 2) The Nominations Committee recommends timelines to BOD for approval.
- 3) Timelines are shared with PMI Global.
- 4) Timelines will be shared with members.

Forms:

Forms are updated and reviewed annually to reflect the lessons learned from the previous election process.

- 1) Candidate Nomination Form.
- 2) Candidate Self-Evaluation Form.
- 3) Conflict of Interest Form.
- 4) Confidentiality Agreement Form.

All elections materials including the Candidate Nomination and Self Evaluation Form, the PMI Toronto Conflict of Interest Form, and Election Timetable are updated and reviewed annually to reflect the lessons learned from the previous election process.

The Nominations Committee coordinates with PMI Toronto's Chapter Engagement Specialist to ensure communication to potential candidates and members follow the approved timelines, in accordance with requirements within the PMI Toronto Bylaw.