

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 2, 2023

SUBJECT: Executive Committee Elections

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To consider recommending changes to the process for electing members of the Executive Committee.

Background:

The Executive Committee is one of the seven statutory committees of the College of Opticians (COO). Its primary role is to act as the board in between meetings in the event there is a need for a matter to be decided on an urgent basis. At COO, the Executive Committee also serves as the Finance Committee. In this capacity, the committee reviews draft budgets and variance reports and makes recommendations to the board on financial matters.

The process for electing the Executive Committee is set out in the COO's by-laws. Some key features of the current election process are as follows:

- **Executive Committee composition:** The committee consists of five members: three elected opticians and two government-appointed non-opticians.
- **Election timing:** Elections take place on an annual basis at the last meeting of the year (in December) and the committee begins its term on January 1 of the following year.
- **Eligibility for election to Executive:** All individuals who will be on the board the following year are eligible to stand for election to the Executive Committee, including those who were recently elected to the board but who have not yet begun their term as a board member.
- **Eligibility to vote:** Current sitting board members who are present at the December meeting are eligible to vote for members of the Executive Committee.

For Consideration:

It has been flagged that as a result of the above-described process, incoming board members are eligible to stand for election but are not eligible to vote. As a result, incoming board members lose out on the ability to vote for themselves, as well as for their potential fellow committee members. Conversely,

outgoing board members (those whose term will end on December 31) are eligible to cast a vote even though they will no longer be serving when the new Executive Committee assumes their role.

This issue could be remedied by updating the by-laws so that the people eligible to vote are those who will be sitting on the board in the same year that the Executive Committee will serve. In other words, incoming directors would be eligible to vote, but outgoing directors would not.

Following the vote, the current sitting board would be asked to make a motion to appoint the Executive Committee for the following year, as elected by the eligible voters.

A copy of the proposed amendments to the by-laws is attached as **Appendix A**.

Public Interest Consideration:

The Executive Committee serves an important statutory function by making decisions as the board on urgent matters in between meetings. It is therefore important that the process for selecting the Executive Committee is fair and transparent.

Diversity, Equity and Inclusion Considerations:

The proposed updates to the Executive election process would be more inclusive for incoming board members who have a direct interest in the result of the election.

Recommendation:

That the Board approve the proposed amendments to the Executive Committee election process under the by-laws.

Appendix A

ARTICLE 9: OFFICERS

9.1 Election of Executive Committee

- (a) All Executive Committee members are officers of the College.
- ~~(b)~~ The members of the Executive Committee shall be elected annually by a majority vote ~~by secret ballot by a majority vote of the Directors present~~ at the Last Annual Meeting. In the event that the election of any officer is not held or a default in such election occurs within the meaning of Article 9.1(e), the then-incumbent shall hold office until such officer's successor is elected or until such officer's earlier resignation.
- (c) The following individuals are eligible to vote:
 - (i) Any Director present at the Last Annual Meeting who will continue to be a director on January 1 of the upcoming calendar year; and
 - (ii) Any Incoming Director present as a guest at the Last Annual Meeting.
- ~~(b)~~
- (d) A Director or Incoming Director's expression of interest in seeking nomination as a member of the Executive Committee must be submitted to the Registrar in writing no later than 14 days before the Board meeting where the election of the Executive Committee is to take place.
- (e) The election shall be conducted by secret ballot in the following order:
 - (i) Chair;
 - (ii) Vice-Chair;
 - (iii) Remaining three positions, in no particular order.
- (f) For the purposes of determining whether a default in the election of an officer has occurred, the details of the alleged default must be submitted in writing to the chair of the meeting and circulated to all Directors prior to the ballot to accept the default. A default in the election of an officer is deemed to have occurred if the Board by secret ballot by a majority vote of the Directors present accepts the alleged default.
- (g) At any meeting at which the election of an officer shall take place, a neutral party shall be invited to take the chair of such meeting.
- (h) Directors or Incoming Directors who submitted their expression of interest in accordance with Article 9.1(c) are eligible for nomination to be members of the

Executive Committee. Each Director or Incoming Director must be separately nominated and seconded for such positions.

- (i) In the event that no Director or Incoming Director is eligible for nomination in accordance with Article 9.1(g), the meeting chair may open the floor to nominations of any other Director or Incoming Director. Such nominations must be seconded.
- (j) In the event that only one Director or Incoming Director is a candidate for a position on the Executive Committee, that candidate shall be declared elected by acclamation.
- (k) In the event that there is more than one candidate for a position on the Executive Committee the candidate who receives a majority of the votes cast on a ballot shall be declared elected.
- (l) Where no candidate receives a majority of the votes cast, a second vote will take place. Where no candidate receives a majority of the votes cast following the second vote, the person with the least amount of votes shall automatically be removed from the ballot and a third vote shall take place. This process will be repeated until such time as one candidate receives a majority of votes, the vote is tied, or only two candidates remain on the ballot.
- (m) In the event of a tie vote, additional rounds of voting shall be conducted until one candidate receives a majority, for a maximum of two additional rounds of voting. In the event that the vote is still tied after two additional rounds of voting, the neutral meeting chair or his or her delegate shall break the tie by lot.
- ~~(m)~~(n) Following the election, the Board will make a motion to appoint the Executive Committee, as elected by the eligible voters.