

## **Purpose of this Policy**

1. The purpose of this Policy is to define:
  - a. the composition of the BoD;
  - b. the election of Directors;
  - c. the terms of service; and
  - d. the responsibilities of the BoD.

## **Composition of the BoD**

2. The BoD of the HPAC shall consist of a minimum of three regional Directors, and a maximum of one regional Director for each region. The eight regions are:
  - a. Alberta and Northwest Territories
  - b. Atlantic Provinces
  - c. British Columbia
  - d. Ontario
  - e. Prairie Region (Manitoba, Saskatchewan) and Nunavut
  - f. Québec
  - g. Yukon
3. A change in the number of Directors requires a majority vote of the members at an Annual General Meeting (AGM) of Members as specified in the By-laws.
4. The Treasurer, as appointed by the elected BoD members in accordance with the Bylaws, shall serve as a BoD member-at-large for a term of two years which may be renewed at each Annual Directors Meeting.

## **Election of Directors**

5. Members of the HPAC shall elect Directors in accordance with SOP 205.
6. New Directors shall be elected no later than one month prior to the end of the calendar year of an election year.
7. If there are no candidates for a region, then no Director shall represent that region. Empty BoD positions may, at the discretion of the BoD, be filled at any time by by-election.

## Terms of Service

8. Directors shall normally hold their position for two years from the January 1 until December 31. A change to these terms of service requires a majority vote of the members at an Annual General Meeting (AGM) of Members as specified in the By-laws.
9. Should a Director fail to participate in the on-going deliberations of the BoD for a period of three months he/she may be asked to resign. Should the Director not resign, the BoD can remove the Director.
10. In the event of a resignation, death or removal of a Director, the BoD may at its discretion, call a by-election (SOP 205) or appoint a person to complete the term of the previous Director, or take no action waiting for the next scheduled election to fill the position.
11. By-Elections shall be allowed solely at the discretion of the majority of the BoD, determined on the merits of each situation at the time.

## Responsibilities of the BoD

12. Active participation in Board decision-making through attendance at in-person and/or remote Board meetings and participation in votes called by the President.
13. Assumption of one portfolio, representing one aspect of HPAC's mandate, e.g. Safety, and exercising leadership on the Board regarding policy development in the area of that portfolio
14. Submission of two region-based new items per year for use on the HPAC/ACVL website and/or monthly newsletter.
15. Other responsibilities as specified by the **By-Laws** and SOPs.