

Board Administrative Policy:

Election of Lawyers Financial Board of Directors

Policy Originally Adopted: September 20, 2014

Revised and Approved by Governance Committee: September 21, 2023

Revised Policy Adopted by Board of Directors: November 24, 2023

A. Background and Objectives

Lawyers Financial By-Law No. 1, Article 5 (“**Article 5**”) provides that Lawyers Financial Active Members (the Chair, Vice-Chair, and Past Chair of Lawyers Financial) shall elect the directors at meetings of the Active Members. Under Article 5, the term of each director is two years, with eligibility for further election to a maximum of three terms or as otherwise permitted under Article 5. This Policy provides the basis on which this authority shall be exercised by the Active Members.

The Active Members shall take into consideration the following criteria, personal characteristics of potential directors and the Board make-up as a whole when electing directors:

1. Achievement of appropriate competencies, personal attributes, experience, abilities and demographic characteristics including language, stage of practice and practice type, considered both individually and in the context of the Board of Directors as a whole;
2. Inclusion of individuals from diverse communities including: Indigenous people, people of all ethnic and national origins, anglophones and francophones, people from racialized communities, people with disabilities, people from the lesbian, gay, bisexual, transgender, two-spirit and queer community, and people of different ages and socioeconomic status;
3. Achievement of gender parity where possible and while keeping the above criteria in mind; and
4. Continued involvement of the CBA and its branches in the recruitment, nomination and election process.

B. Size

The Board of Directors shall be comprised of twelve persons.

C. Geographic Origin

The twelve directors shall be elected from the following geographic areas:

- a) One from each Province;
- b) One from the Yukon, Northwest Territories or Nunavut (on a rotating basis, if possible); and
- c) One appointed without any geographic limitation.

D. Process Preceding each Retiring Director Election

The processes described in this section and in sections E and F below shall be conducted by the Nominations Committee in accordance with the Nominations Committee Mandate and Nominations Committee Process, as revised from time to time.

When a director's term is scheduled to expire and the director is not, under Article 5, eligible for re-election ("**Retiring Director**"), the following process shall be followed:

1. Nine months before the term of a Retiring Director expires, Lawyers Financial will contact the CBA Provincial Branch, the three Territorial CBA Branches or the CBA National Office ("**Recruiting Branch**") from which the Retiring Director was nominated to advise that an upcoming vacancy must be filled;
2. Lawyers Financial will provide the Recruiting Branch with a description of a director's role that outlines the responsibilities and time commitment required of a director;
3. Lawyers Financial will also identify to the Recruiting Branch any priorities for recruitment related to the competencies, personal attributes, experience, abilities, gender, other diversities and demographics of the Board sought at that time;
4. If Lawyers Financial has identified any potential candidates from the Recruiting Branch, the Recruiting Branch will consider those candidates in making its recommendations;
5. The Recruiting Branch will advise Lawyers Financial of three potential candidates, and will provide to Lawyers Financial any application or other supporting documents relating to their qualifications; and
6. Lawyers Financial and the Recruiting Branch will discuss the potential candidates, following which Lawyers Financial will elect the director in accordance with Article 5 and this Policy and advise the Recruiting Branch and the successful candidate of the outcome.

E. Process Preceding Each Unplanned Director Election

When a vacancy occurs in the office of director, other than due to the expiry of a director's term and ineligibility for re-election, Lawyers Financial shall follow the process in Section D above, recognizing that the time period in D.1 shall be abridged, and other parts of the process may need to be modified, as circumstances may require and as agreed by Lawyers Financial and the Recruiting Branch.

F. Process Preceding each Director Re-election

When a director's term is scheduled to expire, and the director is, under Article 5, eligible for re-election, and wishes to seek re-election, the following process shall be followed:

1. Nine months before a vacancy arises due to the expiry of a director's term Lawyers Financial will contact the Recruiting Branch from which the director was nominated to advise that the term of the director is expiring;

2. Lawyers Financial will provide a recommendation to the Recruiting Branch as to whether the director should be re-elected;
3. The Recruiting Branch will consider this recommendation and consider whether to recommend that the director be re-elected;
4. In the event of a favourable recommendation in (2) and (3) above, Lawyers Financial will re-elect the director in accordance with Article 5 and this Policy and advise the Recruiting Branch and the director; and
5. In the event of an unfavourable recommendation in either (2) or (3) above, Lawyers Financial and the Recruiting Branch will commence the process under Section E.

G. Conflict of Interest

This policy and the process set out herein is subject to the Lawyers Financial Conflict of Interest Policy which does not, amongst other things, permit election of current table officers or executive members of any CBA Branch or CBA National as a Lawyers Financial director.