



Policy Name: **Appointment of Alternate Directors**  
Date of Approval: December 2023  
Next Review Date: 2026  
Review Responsibility: Governance Committee  
Amendment Dates:

## **Background**

The *Ontario Not-for-Profit Corporations Act (ONCA or Act)* came into force October 19, 2021 and organizations such as MROO were provided a transition period until October 19, 2024 to become fully compliant with the *Act*, including the amendment of Organizational By-laws to conform with the *Act*. Subsection 23(5) of the *ONCA* states: “No person shall act for an absent director at a meeting of directors.”

Since its incorporation, MROO’s By-laws included the election of an Alternate Director in addition to a Director in each zone. The By-laws also provided that in the absence of a Director, the Alternate Director for that zone may attend Board meetings and vote in the place of the Director.

MROO has obtained a legal opinion that Alternate Directors are not permitted to vote in the place of Directors at Board meetings. However, it is appropriate to have Alternate Directors to assist Directors with the considerable responsibilities and workload in MROO’s zones. Also, it is appropriate for an Alternate Director to attend a Board meeting in place of an absent Director to observe proceedings, address questions from the Board and otherwise receive or give information necessary to maintain good communication between the Board and zone.

Accordingly, MROO has determined it is no longer necessary to elect an Alternate Director in each zone since they cannot vote in the place of a Director. The By-laws have been amended to authorize the Board of Directors (Board) to appoint Alternate Directors instead.

## **Authority for Policy**

Section 2.06 of By-law No. 7 provides that the Board shall appoint at least one Alternate Director in each zone and that the Board may adopt and from time to time modify, supplement, or amend a policy regarding the appointment and duties of Alternate Directors for each zone.

## **Policy Statement**

It is the policy of the MROO Board to appoint at least one Alternate Director in each zone. At the sole discretion of and upon receipt of a needs analysis and/or business case acceptable to the Board, the Board may appoint more than one Alternate Director in a zone. To be eligible for appointment as an Alternate Director, a person must be a Life Member and reside in that zone.

The Board will follow a consistent process in appointing Alternate Directors and address

MROO's needs in terms of: governance and organizational experience; qualifications; skill sets; succession planning; and representing the diversity of people and careers in its membership, as determined by the Zone Director.

### **Desired Qualifications**

The desired qualifications of an Alternate Director are as set out in the Alternate Directors' Manual which the Board may adopt and from time to time modify, supplement, or amend.

### **Request for Expressions of Interest (RFEOI)**

Upon a vacancy in an existing or establishment of a new Alternate Director position:

1. the Executive Director will first issue a RFEOI by email to all eligible Ambassadors in that zone;
2. if two or more eligible Ambassadors submit an expression of interest (EOI), the Executive Director will review the EOIs with the Zone Director, and they will provide the Board with a list of all candidates and the Zone Director's nomination for appointment to the Alternate Director position, including the EOI package submitted by that candidate;
3. if only one eligible Ambassador submits an EOI, the Executive Director will review the EOI with the Zone Director who may nominate that person for appointment by the Board provided the Zone Director has determined that person addresses MROO's needs identified in the Policy Statement section;
4. if for any reason the Zone Director decides there are insufficient qualified candidates from among the eligible Ambassadors, the Zone Director may request the Executive Director to issue a RFEOI by email blast to all Life Members residing in that zone and/or place a notice or advertisement of the RFEOI in the next MROO newsletter;
5. if two or more Life Members residing in that zone submit an EOI, the Executive Director will review the EOIs with the Zone Director, and they will provide the Board with a list of all candidates and the Zone Director's nomination for appointment to the Alternate Director position, including the EOI package submitted by that candidate; or
6. if for any reason the Zone Director decides there are insufficient qualified candidates from among all the EOIs submitted, the Zone Director may nominate any other Life Member residing in that zone for appointment by the Board to the Alternate Director position and must provide the resume or curriculum vitae of that candidate.

Each RFEOI will be specific to Alternate Director positions but will be in a similar format and contain the similar requirements as the Board uses for appointments to committees.

### **Expressions of Interest (EOI)**

The EOI form will be specific to Alternate Director positions but will be in a similar format and contain the similar requirements as the Board uses for appointments to committees. Each EOI must include the candidate's resume or curriculum vitae.

### **Appointment of Alternate Directors by the Board of Directors**

The Board will normally consider Alternate Director appointments at Committee of the Whole (COTW) first. If there is no COTW meeting scheduled immediately before a quarterly Board

meeting, the Board will consider Alternate Director appointments at the first available Board meeting opportunity.

Upon appointment, the term of office of each Alternate Director is for one (1) to three (3) years from the date of the meeting at which they were appointed or until they are reappointed, or their successor is appointed by the Board. No Alternate Director shall serve for more than nine (9) consecutive years and then may only stand for reappointment as Alternate Director again after an absence of three (3) years.

### **Duties of Alternate Directors**

The duties of an Alternate Director are as set out in the Alternate Directors' Manual which the Board may adopt and from time to time modify, supplement, or amend.

### **Transition and Vacancy Provisions**

1. Subject to 2 below, each Alternate Director elected prior to the enactment of By-law No. 7 by the Board shall continue to serve for the remainder of their current elected term and then they are eligible for appointment as an Alternate Director by the Board.
2. The office of an Alternate Director shall be vacated immediately if:
  - the Alternate Director resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later;
  - the Alternate Director no longer resides in the zone they represent;
  - the Alternate Director is elected as the Zone Director for the zone;
  - the Alternate Director dies or becomes bankrupt;
  - the Alternate Director is found to be incapable by a court or incapable of managing property under Ontario law; or
  - any Alternate Director is removed from office by the Board or by the Members for cause or any other reason provided or required by the By-laws or the *Act*.