



Procedure No. 07

Independent Director Appointment Procedure

Application

This policy applies to all First Nations Advocates Against Family Violence (“FNAAFV”).

This policy applies to all Board Directors of FNAAFV in all facets of their engagement, including, but not limited to, while Workers are in the workplace or off site, at work-related functions (including social functions and celebrations), in company vehicles, while on work-related trips and while attending work-related conferences.

Definitions

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| “Board Director” | means a member of the board of FNAAFV. |
| “Independent Director” | means a person who, while ineligible to be a nominated director, could be appointed to the FNAAFV board to serve as an independent director inline with the Constitution and Board Charter |
| “Member Service” | means an FVPLS or other service that has applied and received membership with FNAAFV |
| “Member” | means an individual person who is the primary contact (often the CEO) for the Member Service |
| “Nominated Director” | means a person who has been nominated by the Nomination Committee to join the Board of Directors |

Procedure

This procedure outlines the steps taken to appoint an Independent Director to the Board of Directors of FNAAFV (“the Board”). Where this procedure is silent, refer to the Charter and the Constitution for further information.

The goal of appointing an Independent Director is to meet a skill gap that might occur among the Nominated Directors. The process outlined below is to be continued in a transparent, fair, and equitable manner. Nominated Directors and prospective Independent Directors are expected to adhere to high standards of conduct. Where in doubt, refer to Policy 01(a) – Board Code of Conduct.

Process

The process for appointing an Independent Director is as follows:

1. The position is to be advertised via social media. Where reasonable, the CEO or Nominated Directors may circulate the open call through their professional networks.
2. Interested parties will be presented to current Board of Directors for consideration.
3. Shortlisted applicants to provide their Resume (in some circumstances we may request applicants to also address selection criteria) to meet the skills gap identified.
4. Board will then meet with applicant online or in person to discuss their potential role
5. Potential Directors may wish to perform due diligence and request FNAAFV documents (prior to sharing, FNAAFV requires the requestor to sign confidentiality form).



6. If all parties (the potential director and the current Board of Directors) are satisfied, the potential director will be formally appointed at a FNAAFV Board Meeting by the current Board.

| Reviewing and approving this procedure | | |
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| Frequency | Person responsible | Approval |
| Annually | Chief Executive Officer | Chief Executive Officer |

DRAFT