

PRD 200 - HPAC/ACVL Board of Directors

Date of Issue: 28 November 2003

Purpose of this Policy and Regulatory Directive

1. The purpose of this Policy and Regulatory Directive (PRD) is to:
Specify the composition of the BoD;
The election of Directors;
Terms of service; and
Identify the responsibilities of the BoD.

Composition of the BoD

2. The BoD of the HPAC/ACVL shall consist of a minimum of three and a maximum of seven regional Directors. One Director shall be elected from those regions which put forth at least one candidate.
The seven regions are:
British Columbia and Yukon;
Alberta and Northwest Territories
Saskatchewan;
Manitoba and Nunavut;
Ontario;
Quebec; and
Atlantic Provinces.
3. A permanent 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.

Election of Directors

4. Members of the HPAC/ACVL shall elect Directors in accordance with Policy Directive 205.
5. Election of members from the seven regions will be staggered geographically: election of Directors from British Columbia and Yukon, Saskatchewan, Ontario and the Atlantic Provinces will be held in even numbered years; election of Directors from Alberta and Northwest Territories, Manitoba and Nunavut and Quebec will be held in odd-numbered years.
6. New Directors shall be elected no later than one month prior to the end of the calendar year of an election year. Newly elected Directors will

take office no later than the end of February following an election year. The intervening period between the election and the time the new Directors assume office will be used for an orderly transition between the incumbent BoD and the new BoD. The incumbent BoD shall specify the exact schedule for the transition.

7. If there are no candidates for a region, then no Director will represent that region. A representative for that region may be elected during the next yearly HPAC/ACVL elections, or by By-Election at any time before the next yearly elections. Regions without their own elected Director shall have their interests represented jointly by the other Directors of the board.
8. Because the role of President requires substantial time commitment, the President may choose to resign as Director of his/her region, in which case that region may hold a By-Election to replace their Director.

Terms of Service

9. Directors shall normally hold their position for two years. 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.
10. 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.
11. In the event of a resignation or removal of a Director , the BoD may call a by-election (PRD 205) in the region represented by that Director.
12. By-Elections will 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

13. The responsibilities of the Directors and the BoD are specified in the By-Laws and specific PRDs.