



## MEC Board Nominations and Recommendation Process FAQs

### Why does the Board recommend candidates each year?

To help drive business success in this rapidly changing, digital world, we needed guidance from capable experts and passionate people who share the Co-op's values – people who collectively have the desired criteria based on the Board's needs for skills in the coming years. These needs are determined by an assessment of the current Board composite.

Knowing this, in 2013 the Board proposed new Rules that would, among other things, mean that the Board must indicate to members which election candidates most closely fulfill the Board's current needs. In a normal year with three vacancies, the Board must recommend between four and nine candidates. These new Rules were approved by 91% of voters in the 2013 MEC election.

### How did the Board choose which candidates to recommend?

Purposeful board composition or **actively recruiting recommended candidates** allows us to find great candidates who share MEC's values and can contribute their wisdom and experience – but who might not have traditionally put themselves forward for election. The Board will be able to indicate to members which candidates it feels would be able to contribute to the overall composition and abilities of the Board most effectively. **Members, however, will be able to choose between all eligible candidates on the ballot.**

**"Recommended"** candidates are those individuals who, after a thorough and independent review process, are assessed as having the best match of competencies that will further strengthen our Board. This year, our Nominations Committee worked together with WATSON Advisors Inc., our independent election consultant, to actively recruit individuals to be recommended candidates. The recruitment process was audited by KPMG, our election auditors.

The assessment process included reviews of detailed material and supporting documents provided by each candidate, professional interviews with selected candidates, and/or an evaluation based on a number of skill areas relevant to MEC's business. Candidates, who were current members of the Board, were assessed in the same way as other candidates and did not participate or vote in any discussions or decisions about candidates or the election.

### Board Diversity

We seek diversity on MEC's Board through the nomination of qualified candidates who are representative of MEC's membership and the active outdoor community, including diversity of ethnicity, culture, gender, region, and official languages. Bringing a variety of thoughts and experiences to the boardroom is critical for improved governance, greater innovation, deeper insight and better decision-making.

Despite MEC stating its diversity aims in the nomination criteria in past years, significant change had not been achieved in effectively reaching candidates from diverse ethnic and cultural

groups, who were able to contribute to the overall composition and abilities of the Board most effectively.

Following the Co-op's last election, the board determined to take a more proactive approach to nominations for MEC's 2019 election. The Nominations Committee was tasked to work together with independent recruitment consultant WATSON Advisors Inc. to seek out individuals to be recommended candidates. Incumbents who were performing effectively and contributing to the Board would be automatically recommended, acknowledging the value of the co-op's investment of time and education.

We appreciate that significant change may not be achieved in the first year of this proactive approach. However, these efforts are laying the groundwork needed to help us achieve greater board diversity over the coming years.

### **How many nominations were there?**

Twenty-nine nominations were submitted that met the minimum qualifying criteria.

### **What are the Nominations Committee's duties?**

The MEC Nominations Committee exists to assist the Board in ensuring that a range of candidates, who meet the minimum criteria and share MEC's values, are presented on the election ballot. It works with MEC's independent election consultant, WATSON Advisors Inc., to review all nominations and make recommendations to the Board. Its duties are set out in MEC's Rules of Cooperation.

### **Who are the members of the Nominations Committee?**

The Nominations Committee has five members, who can be directors, MEC members (other than directors), or a mix of the two. This year the committee consists of three directors – Rob Campbell, who chairs the committee, Shawn Mitchell and Judi Richardson – and two members-at-large, Graham Allen and Judy Martin.

The Board recruited the first members-at-large through the 2013 election results email to members. Seven MEC members expressed an interest in serving on the committee, and the Board selected Dan Rollins and Kevin Thompson based on their experience of sitting on nominations committees for other organizations. In April 2015, the Board adopted new terms of reference for the members-at-large and agreed that going forward each member-at-large would serve a three-year term. A similar recruitment process was used in 2016. Twenty-one members expressed an interest in serving on the committee, and Judy Martin was selected by the Board to join the committee as Dan Rollins completed his term. Following the 2017 election, new member-at-large Graham Allen took over from Kevin Thompson.

Committee members-at-large are compensated \$300 for each committee meeting that they attend.

### **Other questions**

For any further questions about MEC's elections, nominations, recommendation process or Board of Directors, email [governance@mec.ca](mailto:governance@mec.ca) or check out our election [Facebook forum](#).