

To be eligible to seek election to our board you must be a 'full' member of Sagehill. A membership application can be found as a pdf in the same section of this website as this information.

As a member of our board we expect you'll be an ambassador for Sagehill, respect our policies, actively participate in all board meetings and in the development and implementation of corporate strategies, and treat our customers, colleagues and members of the staff with respect.

We encourage active participation by each member of our board.

The board has 7 seats including the Chair, the Vice-Chair and 5 Directors. Each individual is typically elected to the board by the membership at the Annual General Meeting. Should a vacancy arise on the board it is within the board's discretion to appoint an individual to fill that vacancy. The term of that appointment expires with the next scheduled Annual General Meeting at which time the individual must be elected by the membership.

Our Directors are the stewards of:

***Our Mission***

We empower people, encourage entrepreneurial initiative and assist our communities to achieve what matters to them.

***Our Vision***

Our leadership, in business and community economic development, creates prosperity in our region.

***Our Strategic Goals***

1. to stimulate, augment and support the entrepreneurial spirit and skill in our region.
2. to respond to the changing opportunities and challenges facing our rural communities.
3. to network with other organizations providing high quality community economic development service.
4. to effectively manage and grow our own financial and human resources.

The position of Chair and Vice-Chair are each elected annually at the first meeting of the board following the AGM. This meeting is typically held in July.

The board follows a modified Carver model of governance. The Carver model prescribes that the job of the board is one of higher level policy versus day-to-day (paying bills, creating budgets, management of all staff, managing correspondence, etc.). Most policies are written in the negative as it is generally easier to detail what can't be done versus what can be done.

**Meetings:**

Generally, the board holds ten meetings per year as well as the AGM. While we can appreciate that scheduling conflicts will arise it's our expectation that you would attend a minimum of 7 meetings.

Usually, the meeting schedule will be discussed during the first meeting of the board. A recurring date and time will be set that best meets the needs and schedules of the volunteers. When meetings are scheduled through traditional meal times food service will be provided.

While there is no hard and fast rule around the length of a meeting most average 2 – 3 hours. Unless decided otherwise, meetings are generally held at the Sagehill office in Bruno.

Typically the members of the board debate issues and a vote is called after discussion versus the more formal method of calling the vote and then inviting discussion. Generally all issues are decided using a consensus method. While this method is commonly used a vote is always called. All votes are made with a ‘mover’ and a ‘seconder’.

To help you prepare for each meeting the CEO provides an information package. The package normally includes the Agenda for the upcoming meeting, a monthly report prepared by the CEO detailing new initiatives under consideration, status of projects in process, issues and/or trends that the Board should be aware of, upcoming learning and/or networking events, as well as press clippings from local, regional and provincial sources that present opportunities for Sagehill or our members, members in the news, initiatives being pursued by local agencies and organization as well as items of general interest. The package may also include policies for review, other items relevant to the agenda or general interest newsletters or information received from other sources and pertinent to Sagehill. Meeting packages are generally received the week before a scheduled meeting.

The CEO takes the Minutes for each meeting. A copy of the Minutes are emailed to directors within 2 or 3 days of the meeting.

The CEO is the only member of the staff in attendance during a Board meeting and will stay through the meeting unless the board chooses to go in-camera. Should an in-camera session be held the CEO will leave the meeting and return when invited to do so by the Board.

#### Committees:

While the board is able to establish a committee as they see fit, generally, the board has operated with only one committee; a Nomination Committee. This committee is struck as required and is dissolved when no longer required and so is considered ad-hoc.

#### Recruitment:

Our bylaws for the past 20+ years have limited board terms to 3 terms each of which is 2 years (6 year max). Rotation in our board is very ordinary to us. Each year, as required by our bylaws, a Nomination Committee is struck to determine whether current members of the board are eligible to pursue a 2<sup>nd</sup> or 3<sup>rd</sup> term. The Committee also identifies potential candidates to the board. Generally we have several individuals who have previously indicated

their interest in standing for election to the board. The Nomination Committee then presents a slate of candidates (who have agreed to the nomination) to our members at the Annual General Meeting. Our board is elected by the members generally in June of each year.

## **BYLAW #4/12 - DIRECTORS AND OFFICERS**

The **BOARD** of the **SAGEHILL COMMUNITY FUTURES DEVELOPMENT CORPORATION**, in the Province of Saskatchewan, enacts as follows:

### **1. DIRECTORS**

- a) A Director must be:
  - i) a full member, in good standing, of the SCFDC.

### **2. BOARD**

- a) The Corporation shall be managed and operated on behalf of the membership by a Board of Directors.
- b) The Board of Directors will have seven (7) seats including a Chairperson, a Vice Chairperson and five (5) Directors.

### **3. TERM OF OFFICE**

- a) The Board of Directors shall be elected annually by the membership of the Corporation at the Annual General Meeting.
- b) Each member elected to the board will be elected to a two (2) year term;
- c) The newly elected directors shall take office at the close of the business session at which they are elected.
- d) The Chairperson of the Board of Directors will be elected, annually, by the Board of Directors, at the first meeting of the Board after the Annual General Meeting.
- e) The Vice Chairperson of the Board of Directors will be elected, annually, by the Board of Directors, at the first meeting of the Board after the Annual General Meeting.
- f) A member may hold three (3) consecutive 2 year terms at which time a minimum one (1) year leave must be taken.
- g) A director ceases to hold office when:
  - i) the member dies;
  - ii) the member resigns as a Director of the Corporation;
  - iii) the membership of the director, in the Corporation, is cancelled or terminated;
  - iv) the member becomes disqualified as per section 89 (1) of the Non Profit Corporation Act;
  - h) Should a vacancy deemed to have occurred, the Directors, or members in general meeting, may fill any vacancy among the Directors by appointing a director to hold office for the un-expired term of the director whom he is replacing unless the vacancy brings the total number of Directors to less than six (6).
  - i) Should a vacancy bring the total number of Directors to less than six (6) a by-election will be held:
    - i) at a duly authorized meeting of the members called within forty-five (45) calendar days of the vacancy being declared.
    - ii) at the Annual General Meeting, should that meeting fall within the forty-five (45) calendar day schedule outlined in (a) above.
  - j) The Corporation may, by ordinary resolution, at a meeting of members called for the purposes, remove any director or directors from office.

#### **4. NOMINATIONS AND ELECTIONS**

- a) At the Annual General Meeting a slate of names shall be presented by the Nominating Committee.
- b) It will be the responsibility of the CEO of the Corporation, prior to the Annual General Meeting, to determine eligibility of the members seeking election to the Board.
- c) Nominations will be accepted from the floor at the Annual General Meeting.
- d) In the case of a tie vote, the election shall be conducted and concluded by draw.