

ADDENDUM A - Article IX – Nomination and Election of Directors

A. PROPOSED – Full rewrite of Article IX

ARTICLE IX NOMINATION AND ELECTION OF DIRECTORS

The Board of Directors shall ensure that a fair, transparent, and competency-based process for the nomination and election of directors is implemented and followed on an annual basis.

In fulfilling this responsibility, the Board shall:

- a) determine the number of director positions to be filled and the competencies, experience, and perspectives required to support the effective governance of Digital Health Canada;
- b) delegate responsibility for implementing the nomination and election process to a standing committee of the Board, established in accordance with Article VIII, and provide that committee with authority to further delegate specific tasks as required;
- c) ensure that members are provided with the opportunity to nominate eligible candidates in accordance with these By-laws and Board-approved policies;
- d) review and endorse a recommended slate of director candidates, having satisfied itself that the nomination process, including candidate assessment, was conducted with due process and integrity and in accordance with Board-approved policies;
- e) submit the endorsed slate of candidates to the members for election at the Annual Members' Meeting; and
- f) approve and amend from time-to-time policies governing the detailed operation of the nomination and election process, provided such policies are consistent with these By-laws.

Directors elected by the members shall assume office at the conclusion of the Annual Members' Meeting at which they are elected.

B. ORIGINAL Article IX

ARTICLE IX. NOMINATION AND ELECTION OF DIRECTORS

Section 9.01 Determination of the Number of Directors

At least ninety (90) days prior to the Annual Members' Meeting, the Board shall pass a resolution determining the number of directors that will be required by the Board for the upcoming year. If no such steps are taken to pass such a resolution, the Board will consist of the same number of directors as in the prior year.

Section 9.02 Board Development Committee

- a) The Board shall appoint a committee dedicated to overseeing the nomination and election of directors and such committee shall be referred to as the Board Development Committee (hereinafter referred to in Article 9 as the "**Committee**") comprised of at least three (3) members of DIGITAL HEALTH CANADA in good standing along with the Past President who shall act as the chair.
- b) Board members other than the Past President are not eligible to serve on the Committee.
- c) The Committee shall be responsible for:
 - i. *Confirming the number of director positions available for the Board for the upcoming year;*
 - ii. *Making a general call of the membership for nominees;*
 - iii. *Soliciting nominations of individuals who are qualified for the position of director and putting their names forward, with their written consent, for nomination for a position on the Board;*
 - iv. *Preparing a slate of candidates that represents the criteria for member representation of the Board in accordance with the policies and procedures as may be established by the Board from time to time;*
 - v. *Supervising the election process in accordance with these By-laws; and*
 - vi. *Providing a post-election report to the Board setting out the election results and providing comment with respect to the satisfaction of the Board policies and procedures concerning the fulfillment of the criteria for Board member representation.*

Section 9.03 Nominations

- a) Not less than ninety (90) days prior to the Annual Members' Meeting, the Committee shall make a call for nominations to all members of DIGITAL HEALTH CANADA.
- b) In addition to nominees identified by the Committee, individuals may nominate themselves or others on the form prescribed by the Committee and signed by at least three other members of DIGITAL HEALTH CANADA in good standing.
- c) All nominations shall be submitted at least sixty (60) days prior to the Annual Members' Meeting.
- d) Any member of DIGITAL HEALTH CANADA, in compliance with Section 8.2 herein, is eligible to be elected or appointed as a director of DIGITAL HEALTH CANADA. Prior written consent of the member being nominated as a director is required.

Section 9.04 Acclamation

In the event that the number of nominations received equals the number of positions available, election shall be by acclamation.

Section 9.05 Election Procedures

- a) In the event that more director nominations are received than positions available, an election shall be ordered.
- b) The Committee shall, no less than thirty (30) days prior to the Annual Members' Meeting, by mail and/or electronically provide a notice to the members setting out the election procedure, the procedure for the casting of secret ballots and the means of ballot collection and tabulation. The ballot, whether delivered by mail and/or electronically, shall clearly identify, in alphabetical order, the names of candidates for available positions and shall set out the number of directors to be elected for the available positions.

- c) The Past-President shall, not less than ten (10) days prior to the Annual Members' Meeting, appoint three (3) scrutineers from among the members who are not directors or candidates for election to the Board, to oversee the secret ballot tabulation prior to the Annual Members' Meeting. The date of the deadline for the receipt of ballots and the ballot counting shall be determined by the Board prior to the Annual Members' Meeting.
- d) Each member shall have one (1) vote for each available position on the Board. Directors will be declared elected on the basis of a plurality of votes cast as verified by the scrutineers.
- e) In the event that two (2) nominees shall receive the identical number of votes, and as a result, a final determination of the elected Board members cannot be made, the chair of the Committee shall randomly select the name of one (1) of the candidates by way of a draw, in the presence of the scrutineers, and that candidate shall receive credit for one (1) additional vote for the purposes of the election.
- f) In the event that prior to the Annual Members' Meeting at which the results of an election are declared as set out in paragraph g. below a nominee who would have been elected declines his or her election or otherwise advises DIGITAL HEALTH CANADA that he or she cannot assume office, or is otherwise unable to assume office, then the candidate who received the next highest number of votes shall be declared elected as a director.
- g) The results of the election, or acclamation if no additional nominations were received in accordance with Section 9.4 hereof, shall be announced at the Annual Members' Meeting and the new directors shall be deemed to be elected at the Annual Members' Meeting
- h) The duties and responsibilities of a director shall take effect at the close of the Annual Members' Meeting at which the director was elected.