

2012 MEC Special Resolution

[I saved this text from the MEC website. I can no longer find it there. If you find it there, please let me know (mark[at]votermedia.org) so I can link to it instead.]

The Board of Directors is proposing one special resolution for 2012. At MEC, a special resolution requires a 75 percent majority to pass.

This special resolution, if passed, will amend Rule 11 of our Rules of Co-operation. It will change and strengthen the nominations committee mandate and ensure MEC can provide a qualified and balanced election ballot each year.

To learn more about this special resolution, see our [Q&A](#).

Current Text:

11. Appointment and duties of the nominations committee

11.01 The directors must appoint a nominations committee.

11.02 The nominations committee must:

- receive the nominations of candidates,
- ensure that the number of candidates at least equals the expected number of vacant positions as determined by Rule 10.06,
- inform the election auditor of the names of all candidates immediately after the close of nominations, and
- designate a representative to attend any drawing of lots.

11.03 The nominations committee may nominate candidates.

New Text:

11. Appointment and duties of the nominations committee

11.01 The directors must appoint a nominations committee. The nominations committee will:

- under guidance from the Board, determine and communicate to members in advance of each annual election the desired qualifications, experience and other attributes needed for directors of the Co-operative;
- identify, recruit and nominate members having the qualifications, experience and other attributes necessary to stand for election;
- conduct such other matters as are set out in this or other sections of the Rules or as may be assigned by the Board.

11.02 The nominations committee will receive and review all candidate nominations to ensure each complies with the Act and the Rules. Any non-compliant nomination will be rejected and returned to the nominee with reasons for rejection.

11.03 The nominations committee will manage the process for the election of directors and ensure that each election is conducted in accordance with the Act and the Rules, and as such, will be responsible for determining the nominees for director who will be included in, and named in the

ballot for, each election of directors. In doing so, the nominations committee will select those nominees who meet the desired qualifications, experience and other attributes for directors, and decline any nominations for nominees who do not meet the desired qualifications, experience and other attributes for directors, as per its authority set out in the Rules and Board policy.

11.04 Upon determination of the nominees to be included in each election, the nominations committee will provide a list of such nominees to the election auditor.

11.05 The nominations committee will appoint a person to attend and witness any drawing of lots required in connection with an election of directors.

Why are we proposing these changes?

Last fall, the Elections and Member Communications Committee advertised our Call for Board Nominations broadly across Canada. It also started to actively approach and nominate potential candidates, as is allowed under our current Rules (Section 11). In doing this work, the Committee and the Board realized that the Rules governing these activities need to be updated.

The amendment being proposed for approval by members involves replacing the Committee section of MEC's Rules with a new approach and more detail on how we believe our candidate nomination process can work better. Specifically, the changes would place responsibility on the Committee for identifying and presenting a qualified, diverse ballot of candidates to the membership each year.