

Board Nomination Policy & Procedure

Dated: January 18, 2024

| Purpose

The purpose of this document is to set out nomination policy and procedure for selecting candidates for election as Board Directors of Family Enterprise Canada.

If you have any questions about this policy, please contact us at info@familyenterprise.ca.

| General Guidelines

- A majority of Family Enterprise Canada Board of Directors will be family business members.
- Members of the Board should be a current member of either the Family membership or FEA membership community in good standing.
- Members of the Board are expected to have a strong personal commitment to, or engagement in the business family community in Canada.
- Members of the Board are expected to sit on the Board for a three (3) year term and may be eligible to serve a second term.
- Members of the Board are expected to participate in Board meetings, where Board meetings occur 4 - 6 times per year (a combination of in-person and virtual), and Board and Committee video and conference calls occur based on workload.
- Members of the Board are expected to work and to sit on at least one of the Board Committees.
- The Family Enterprise Canada Board follows the best practice of regular Board evaluations to ensure Board effectiveness.
- Members of the Board who are not part of the Family membership community, or are not FEA designates, must become a member and, in the case of an advisor, be willing to take, in part or in full, the FEA Program.
- Members of the Board receive no remuneration but may request travel cost reimbursement or donate their expenses.

| Board Director Nomination Procedure

1. The Chief Executive Officer (CEO) will send a notice to all voting members on behalf of the Governance and Nominating Committee for nominations of candidates for election to the Board of Directors at least sixty (60) days before the Annual General Meeting (AGM). Nominations will be open for at least thirty (30) days, and applications must be submitted to the Governance and Nominating Committee care of the Family Enterprise Canada Head Office.
2. Eligible Board candidates must provide the following information to the Governance and Nominating Committee:
 - Nomination Form
 - Candidate Written Statement: *All candidates must provide a brief one-page statement of why she/he would like to serve on the Family Enterprise Canada Board of Directors, and how they will contribute.*
 - Curriculum vitae or resumé
 - Reference letters are accepted but not required
3. The Governance and Nominating Committee will review all nominations, and select candidates based on a skills and experience matrix while considering diversity of skills, gender, ethnicity, age, geography, business size and advisory specialty.
4. The Governance and Nominating Committee will recommend a short list of candidates for election to the Board of Directors. Subject to the direction of the Board, the list of candidates may contain a number of candidates equal to the number of all vacancies of Directors on the Board, or a greater number of candidates than vacancies.
5. The Board will approve the short list of candidates to be interviewed by the Governance and Nominating Committee, where the latter will conduct and complete the interviews at least thirty (30) days before the Meeting at which the election of Directors will take place.
6. The Board will approve the final candidates. The Board Chair and CEO will have a final interview with the candidate after which the Board Chair will provide an official notice to the successful candidates to have their names included in the proxy election slate at the next AGM.
7. As per section 2.16 of FEC bylaws 2016, Proposals Nominating Directors at Annual Members' Meetings, Board candidates are elected if they receive no less than 5% of the votes of members entitled to vote at the AGM.
8. The Board Chair will officially invite the successful candidates to their first Board meeting.

| Withdrawal of a Nomination

Any nominee may request the withdrawal of his or her nomination no later than ten (10) days before the AGM.

Approved by the Board of Directors on the 25th day of May 2020.