

Guidelines for the Selection of Directors

These guidelines are for use by the RABC Nominating Committee for the identification of individuals to be nominated for election to the RABC Executive Committee.¹ They are derived from more than 75 years of practice and generally accepted nomination principles in not-for-profit incorporations/associations. An effective Nominating Committee is mindful of the requirements set-out in the RABC By-laws, good governance practices, assesses Executive Committee Members' level of engagement, attendance at meetings, and the effectiveness of the Executive Committee as a whole in fulfilling its obligations as a steward of the association's assets, reputation, finances and objectives/purposes.

The Nomination Committee is created pursuant to the RABC Bylaws. It normally consists of a Chair who is the Past President, plus two Directors. Working with the General Manager, the Nominating Committee presents the slate of Officers and Directors to the President, which in turn is presented to the Sponsor Members at the Annual General Meeting. The Nomination Committee is responsible for:

- establishing guidelines setting forth the minimum qualifications that the Nominations Committee believes must be met by a nominee recommended by the Committee for a position on the Executive Committee
- describing any specific qualities or skills that the Nominations Committee believes are necessary for Executive Committee members to possess
- identifying and evaluating potential nominees and proposing a slate of nominees for presentation to the President and, ultimately, the voting Sponsor Members at RABC at the Annual General Meeting.

The Nominating Committee also makes recommendations to the number of Directors to be elected (with regard to the minimum/maximum outlined in the Bylaws). Consideration should be given to the number of Directors relative to the number of Sponsor Members, as well as the overall functioning of the Executive Committee.

The Nominating Committee recommends the Officers of the Corporation when presenting the slate of Directors to the membership.

The Committee has adopted the following guidelines for selection of candidates for election or re-election on the Executive Committee.

¹ "Executive Committee means the board of directors of the Corporation (RABC). President means Chair of the Executive Committee.

Executive Committee Selection Criteria

Nominees must meet the criteria established in the RABC By-laws for Directors. In addition, preference should be given to individuals with the following attributes:

- While not a legal requirement, individuals employed or volunteering with Sponsor Members or the members of Sponsor members
- Over time, the nominating committee should ensure representation from all sectors/members, with consideration of current industry trends
- Individuals who have a good working knowledge of and a history of engagement with RABC
- Individuals with experience serving on other Boards of Directors and an understanding of the Not-for-Profit Sector
- Individuals with management expertise in areas of financial, marketing, legal and strategic direction

Key considerations and other important characteristics:

- Financial Literacy
- Board or Executive Committee Experience and Not for Profit Governance
- Strategic Thinking
- Gender Diversity
- Ethnic Diversity
- Linguistic Diversity (French/English)
- Geographic representation
- Age/Succession Planning
- Balance experience with participation from new sector professionals
- Knowledge of radiocommunications, the role of government and the regulation of the sector

Priority will be given to ensuring a rotation of Executive Committee Members from the Sponsor Members.

In keeping with RABC's long history and practice, there are no permanent positions on the Executive Committee representing a certain category of Sponsor Member. The attached matrix could be a useful tool for the Nominating Committee as it completes its work.

As adopted by the Executive Committee
November 11, 2020

Executive Committee Recruitment Matrix

Current Executive Committee Members		Prospective Executive Committee Members
Attributes		
Gender	F (2) M (5)	
Age (estimated)	20 – 35 36 – 50 51 – 65 66+	
Visible Minority	1	
Geographical Representation	ON, QC, SK, AB	
First Language	F (2) E (5)	
Knowledge/Expertise		
Board or Executive Committee Experience		
Not for Profit Governance, including understanding and good knowledge of the By-Laws and skills directly relevant to the Executive Committee’s key functions		
Knowledgeable about RABC		
Financial Literacy		
Member Recruitment		
Core Competencies		
Strategic Thinking		
Leadership and Committee Experience		
Teamwork and Engagement		

Fiduciary Responsibilities		
Accountability		
Time available to be an effective Executive Committee Member		
Is your organization willing to support your work with RABC, including travel to meetings? Does it support your nomination?		
Attendance at Executive Committee Meetings		
Industry Sector Knowledge and/or Representative of Sponsor Members	Carriers/Wireless (2) Broadcasting (1) Manufacturers/Vendors (2) Public Safety (1) Utilities Satellite (1) Government Transportation	