

DIRECTOR NOMINATION AND ELECTION POLICY

The Board of Directors (the "Board") of the Edmonton Humane Society for the Prevention of Cruelty to Animals ("EHS") has adopted this policy to ensure that the Board is comprised of committed individuals who, collectively, possess the skills, qualities and experience required to carry out the roles and responsibilities of the Board.

Composition of the Board

In accordance with the EHS's bylaws, the composition of the Board shall be not less than 10 directors and not more than 15. The Governance Committee of the Board (the "Committee") is responsible for annually reviewing the composition of the Board and identifying the optimal number of directors and mix of skills and experience required to effectively discharge the Board's responsibilities and to facilitate effective discussion and efficient decision making.

Nomination Process

1. The Committee shall annually assess the skills and experience of Directors serving on the Board and shall maintain a Board Skills Matrix that catalogues these skills. The Committee shall also track the election term schedule of Directors and identify vacancies that need to be filled.
2. The Board Skills Matrix will be used by the Committee to reference the skill sets currently in place on the Board and identify any gaps. The Committee will determine the required skills, experience and attributes to be added to the Board that will best increase its effectiveness. The Committee will commence a search process for candidates to fill any board vacancies and interested parties will be encouraged to submit applications.
3. The Committee will review and screen potential candidates and will consider the following:
 - the qualifications, skills, experience and personal attributes required by the Board;
 - the potential of each candidate to meet the needs of the Board;
 - the extent to which potential candidates are likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board;
 - appropriate background and reference checks regarding the candidates' character, experience, education, criminal record history and bankruptcy history;
 - any potential interests or relationships that might influence or reasonably be expected to influence the capacity of the candidates to act in the best interests of the EHS; and

- the candidate's capacity to meet the time commitment required of directors.
4. The Committee will nominate and recommend to the Board the most appropriate individual(s) from the short list of potential candidates to be invited to join the Board.

Election and Re-Election of Directors

5. The Board will review the Committee's recommendations and determine whether it will recommend to EHS membership that they vote in favour of the election or re-election, as the case may be, of each candidate standing for election or re-election, having regard to any matters the Board considers relevant, including the director's past performance on the Board
6. The Board will approve a slate of eligible nominees and will present them at the Annual General Meeting for election and/or re-election by the EHS membership.
7. Only nominees approved by the Board based on the criteria and process set out in this policy shall be eligible for election.
8. In the event that one or more of the Board nominated candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

Vacancies

9. Where one or more directors cease (by reason of resignation, removal, lack of eligibility or death) to hold office during the term for which they were elected, there is a vacancy and the Board has the authority in accordance with the EHS's by-laws to fill each such vacancy.
10. The Board is not obligated to fill any vacancy and can exercise its discretion to wait until the next election. The Board may fill a vacancy at any point after it occurs until the date of the next Annual General Meeting.
11. If the Board wishes to appoint an individual to fill a vacancy, it will do so by Board resolution. In considering candidates to fill the vacancy, the Board will consider the list of potential candidates for election maintained by the Committee.