



2011-12 BOARD OF DIRECTORS NOMINATION FORM

Members wishing to submit the names of qualified candidates for possible nomination to the Orchestras Canada/Orchestres Canada Board of Directors may make such a submission by sending the following information not more than 90 days nor less than 30 days prior to the first anniversary of the preceding year's annual meeting (between March 24 – May 20, 2011) to:

Board of Directors (in care of the Secretary of the Corporation)
Orchestras Canada/Orchestres Canada
203-460 College St.
Toronto, ON M6G 1A1
E: katherine@oc.ca
FX: 416-366-1780

CANDIDATE

NAME: _____

PRINCIPAL OCCUPATION: _____

RESIDENCE ADDRESS: _____

BUSINESS ADDRESS: _____

HOME PHONE: _____ **WORK PHONE:** _____

EMAIL: _____

Is the candidate 18 years of age or older? Yes No

MEMBER SUBMITTING THE CANDIDATE FOR NOMINATION

NAME: _____

RESIDENCE ADDRESS: _____

BUSINESS ADDRESS: _____

HOME PHONE: _____ **WORK PHONE:** _____

EMAIL: _____

ATTACHMENTS:

- *any information relating to the candidate* which would facilitate an assessment of his/her qualifications
- the candidate's written consent to being named as a nominee and to serving as a director if elected.

Orchestras Canada Trustee Responsibilities

The Board of Directors of Orchestras Canada is an elected body with responsibility to our members, our funders, members of the public and the orchestral art form. The job of the Board of Directors is to establish and assist in the implementation of policies that enable the achievement of Orchestras Canada's mission – *to work on behalf of Canada's professional orchestra community, by providing leadership and service in advocacy, professional development, communications and networking.*

Meeting Attendance and Committee Participation

The Board of Directors meets two times annually, with additional teleconferences scheduled as required. Board members are expected to attend as many meetings as possible, and to participate actively on committees and task forces on which they are asked to serve.

Upholding the Association's Bylaws

Board members are expected to familiarize themselves with Orchestras Canada's bylaws, and to live within them. Article 5.04 of the Orchestras Canada/Orchestres Canada General Management Bylaw No. 3 spells out board members' responsibilities, including the board's responsibility for hiring and assessing key staff, maintaining confidentiality, and respecting such conflict of interest guidelines as may be established from time to time.

Financial Responsibilities

Board members are responsible for the fiscal health of Orchestras Canada. It is expected that Orchestras Canada shall be a significant beneficiary of each member's charitable giving, and that each member will contribute an annual gift according to his or her personal ability. Additionally, board members are expected to utilize their individual, corporate and foundation contacts to help in the solicitation of funds for operating expenses, special projects and OC's endowment fund, with the aid of staff and other board members.

Attendance at Orchestras Canada events

In order to familiarize themselves with the range of Orchestras Canada's activities, Board members are urged to attend as many of Orchestras Canada's events (workshops, seminars, conferences, etcetera) as possible. Board members are encouraged to invite others to attend as well.

Advocacy and Community Relations

It is the Board member's role to be a representative and an advocate of Orchestras Canada, and to assist in expanding the good reputation of the organization. Additionally, board members may be asked to use their alliances within the orchestral, government, corporate or foundation sectors to assist Orchestras Canada on specific issues.

Addressing Strategic Issues of Critical Importance to Orchestras and to Orchestras Canada

Board members bring their insight, expertise, abilities and energy to the tasks of identifying and solving truly important issues affecting the viability and health of Orchestras Canada and Canadian orchestras. While exercising due diligence in all matters, we try not to get overcommitted with the routine, but instead to focus on issues that really matter.

In summary, a member of the Orchestras Canada board of directors has fiduciary responsibilities and serves as special advisor, supporter and ambassador. With a small core staff, Board members work as part of a team to ensure the well-being of the organization and the organizations it supports. In return, Board members can expect to learn about the issues facing the music world today, and to utilize their expertise to help Orchestras Canada serve its membership across Canada.

**Excerpts from ORCHESTRAS CANADA/ORCHESTRES CANADA GENERAL
MANAGEMENT BYLAW NO. 3 relating to the duties of the Board of Directors:**

As a national corporation, Orchestras Canada [the “Corporation”] recognizes the equal status of the two official languages and the full participation of the French- and English-language communities.

ARTICLE 5: DIRECTORS

Qualifications of directors

Every Director shall be eighteen or more years of age and shall be an individual member of the Corporation prior to his election as a Director...

Each Director or potential Director shall demonstrate a commitment to serve the Canadian orchestral, ensemble and arts community, a commitment to the aims and objectives of the Corporation and an ability to act as an effective Director.

Responsibilities of the Directors

- (a) The Board may exercise all such powers of the Corporation as are allowed by the governing law in the Province of Ontario and by these By-laws.
- (b) The Board shall always act in the best interests of the Corporation.
- (c) Directors shall disclose any real or potential conflict of interest in a timely manner.
- (d) Directors shall maintain confidentiality.
- (e) Directors shall speak on behalf of the Corporation only when authorized to do so by the Chair or the Executive Director.
- (f) The Board shall have the power to authorize expenditures on behalf of the Corporation and may delegate by resolution, duly approved, the right to employ and pay salaries to employees.
- (g) The Board shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a fund in which the capital and interest may be made available to the Corporation, with such terms and conditions as the Board of Directors may prescribe.
- (h) The Board may take such action as it deems requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the Objects of the Corporation.
- (i) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors or its Delegate at the time of such appointment.
- (j) The remuneration of all officers, agents and employees shall be according to the policy of the Board established from time to time.
- (k) The Board shall establish the Nominating and Executive Committees, which shall be the only standing committees of the Board, and such other committees as may be required from time to time.
- (l) Directors shall attend the Annual General Meeting, Special Meetings and regular meetings of the Board.
- (m) Directors shall become voting members of the Corporation upon election.
- (n) Directors shall assist in the development and funding of the Corporation.
- (o) Directors shall make an annual leadership gift to the Corporation.
- (p) Directors shall be active ambassadors of the Corporation and promote its programmes and services.
- (q) Directors shall fulfil their responsibilities as Directors through a commitment of time, resources, expertise and a financial contribution.

Term of Office

Directors elected at an annual general meeting shall serve a term of up to three years. On the recommendation of the Board, the term of the Chair may be extended to a maximum of five years. A Director whose term has expired shall be eligible to serve a second consecutive term of up to three years.

Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may, at the discretion of the Board, be paid reasonable expenses incurred by him in the performance of his duties.

Nominations (see also Nomination Form PDF)

Members wishing to submit the names of qualified candidates for possible nomination to the Board of Directors may make such a submission by sending to the Board of Directors (in care of the Secretary of the Corporation) the following information not more than 90 days nor less than 60 days prior to the first anniversary of the preceding year's annual meeting:

- the name, age, business address and residence address of the candidate;
- the principal occupation or employment of the candidate;
- all information relating to the candidate which is required in order to make an assessment with respect to his qualifications,
- the candidate's written consent to being named as a nominee and to serving as a director if elected;
- the name and address of the Member submitting the candidate for nomination;

The Nominating Committee will make a preliminary assessment of each proposed nominee based upon his or her resume and biographical information, the individual's willingness to serve as a Director, and other background information. This information is evaluated against the criteria described above and the specific needs of the Corporation at the time. Based upon a preliminary assessment of the candidate(s), those who appear best suited to meet the needs of the Corporation may be invited to participate in a series of interviews, which are used as a further means of evaluating potential candidates. On the basis of information learned during this process, the members of the Nominating Committee will determine which nominee(s) they will recommend for election to the Board of Directors. The Nominating Committee will use the same process for evaluating all nominees, regardless of the original source of the nomination.

Prior to the Annual General Meeting, the Nominating Committee shall present a slate of nominees for election to the Board. Upon approval of the Board, the nominees shall be presented to the Membership at the Annual General Meeting in accordance with this By- Law. The Nominating Committee will also recommend to the Board candidates from amongst the Directors to serve as Chair and Vice-Chair of the Corporation. The Committee shall also recommend a Secretary and Treasurer, if one is to be appointed, and any other Officers for appointment by the Board.