Date:      May 7, 2018

To:        BOMA Canada Member (Local Associations)
           BOMA Canada Board of Directors

From:      Darren Klassen, Chair BOMA Canada Nominating and Governance Committee

Re:        BOMA Canada Board – 2018/2019 Call for Nominations

Dear Colleagues:

I am writing to inform you that BOMA Canada is currently recruiting candidates to serve as Directors and Officers for the BOMA Canada Board with a term beginning at our annual general meeting at BOMEX 2018 in Calgary, October 1-3.

Under our new governance structure, we will be transitioning to a Board composition consisting of at least one Board member from each BOMA Canada Member (i.e. the eleven BOMA Local associations). Candidates for Director may be recommended to the Nominating and Governance Committee by any Member (i.e. a Local Association), any BOMA Canada Director or any former BOMA Canada Chair. The Committee, consisting of Kim Saunders, Anne-Marie Guèvremont, Randal Froebelius, Benjamin Shinewald and me (Chair), is responsible for preparing a matrix setting out the desired skill sets for any vacancies on the Board, considering all applications and preparing a slate of candidates, with a view to matching those candidates’ skills against the matrix.

The slate of nominees must meet the following requirements:
- be an individual who is at least eighteen (18) years of age
- not have the status of a bankrupt
- not be a person who has been found under any applicable statute to be incapable
- not be a person who has been declared incapable by a court in Canada or elsewhere
- not be a person who has been convicted of a criminal offense in Canada
- be a member in good standing of a Member (i.e. of a Local Association)

The Committee has also revisited the nominating process, deciding to make some improvements that we believe will result in a Board that is carefully aligned with the strategic objectives of BOMA Canada. To that end, each nominee is asked to provide the following:

1. a brief biography
2. a brief statement explaining why they wish to serve on the BOMA Canada Board and what they bring to the BOMA Canada table
3. completion of Skills Assessment (attached)
4. letter of support from their local BOMA association
5. letter of support from their employer
6. one to two endorsements from current BOMA members
7. indicate if they are interested in an Officer position (by custom, this means becoming Treasurer, then Vice Chair, then Chair and then Past Chair, for one year each, and this typically occurs after some service on the BOMA Canada board).
Please note every new applicant to the Board will be asked to participate in an interview via teleconference.

Attached you will find a document entitled “Directors and Officers Expectations,” and nomination forms.

Everyone will be considered solely on merit. However, the Committee particularly welcomes applications from underrepresented groups.

Additionally, the new governance structure is organized around three year terms, each of which is renewable for one additional three year term. The underlying objective is to transition towards a board where approximately one-third of the directors are up for retirement/reappointment each year. In order to achieve this objective, the By Law sets out that, exceptionally, the 2018 slate will be divided into three cohorts:

1. Four Directors elected for a three year term
2. Four Directors elected for a two year term
3. Three Directors elected for a one year term

Nominees are asked to indicate their preference as to which cohort they prefer when submitting the application. However, please bear in mind that, if selected to join the board, they may not receive their preferred term length because of the need to balance the board across these three cohorts. This could mean a shorter or longer term than they prefer. If a nominee has concerns around their ability to serve for a different length than they prefer, this should be indicated on their application materials. Please note that Directors completing these initial terms will be eligible for reappointment for one three year term irrespective of the length of their initial term.

Please send all documents to BOMA Canada by Thursday, May 31, 2018. This will enable the Nominating Committee to consider all nominations and make a recommendation to the Board prior to the Annual General Meeting at BOMEX 2018 in Calgary, October 1-3 (precise date/time of AGM TBD). To that end, we will convene a meeting of the Board of Directors in June so that the Nominating Committee’s recommendations can be considered. We will then circulate AGM materials and a form of proxy shortly thereafter.

It is an exciting time for BOMA Canada as we embark on this transition, fully embracing our purpose of providing strategic direction to BOMA Canada, in service of you our Members and the broader industry.

Please do not hesitate to reach out to me or to Benjamin Shinewald if you have any questions or concerns.

Best regards,

Darren Klassen
Chair BOMA Canada Nominating and Governance Committee
BOMA Canada is governed by its Board of Directors. **Directors** typically meets three times per year in person for 1-2 days plus meets a fourth time, in person, in and around BOMEX®. The Board will also meet on an ad hoc basis by phone. Directors are also encouraged to become involved in at least one Committee of the Board or in some other similar manner.

The **Officers** are more deeply involved in the oversight and direction of the organization, comprised of senior industry leaders providing more intensive guidance to the CEO. To that end, they will meet frequently between full meetings of the Board. Though the Officers typically schedule monthly meetings, in practice some of these meetings are cancelled and, more importantly, several other meetings are added to accommodate the ebbs and flows of the organization’s business. In addition, Officers will often chair or sit on various Committees. As a result, there will be a few dozen meetings each year involving the Officers. Most of these meetings are conducted by teleconference, though Officers also meet in person, often on the margins of the Board meetings, BOMA International meetings, etc.

The typical “route” for Officers is to join the BOMA Canada Board as a “regular” director for one or two years. Then, those interested in becoming Officers may apply to the Nominating Committee and, if accepted, are then typically confirmed by the Board and the Members. Officers normally first become Secretary-Treasurer, then Vice-Chair, then Chair and then Past Chair, though there are exceptions to this pattern. Each of these positions is for one year and each is renewable, per the current By Law.

The **Secretary-Treasurer** has responsibility for the financial oversight of BOMA Canada. S/he will work with the President and Chief Executive Officer and the staff on all manner of financial concerns, including monthly financial reporting, annual budgeting and annual auditing. The Secretary-Treasurer also chairs the Finance Committee. The position of Secretary-Treasurer is likely the second most time consuming position on the Officers. Of course, the Secretary-Treasurer should be financially literate. The Secretary-Treasurer may represent the Chair in various travels to Locals. S/he may attend BOMA International meetings as well.

The **Vice Chair** has no defined responsibilities beyond those of being an Officer, but will often take on leadership roles through chairing committees and task forces and being a liaison to the Chief Staff Officers Council. The Vice Chair may represent the Chair in various travels to Locals. The Vice Chair typically attends semi-annual BOMA International meetings, which are held in January and June in the United States and stretch over 4-5 days, including travel time.

The **Chair** is ultimately responsible for overseeing the governance of BOMA Canada. S/he will sit on  

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1 Note that the costs of attending the BOMEX® meeting are not covered by BOMA Canada, except for Officers.
many, if not all, BOMA Canada Committees (though need not necessarily attend all meetings) and will be in very frequent email and phone contact with the President and CEO. The Chair is expected to attend semi-annual BOMA International meetings, which are typically held in January and June in the United States and stretch over 4-5 days, including travel time. The Chair will also represent BOMA Canada in all manner of meetings across Canada. These could include trips to many of the eleven Local associations, in-person meetings with other organizations such as BOMI and ASHRAE and all manner of other meetings as necessary. Two chairs have even traveled on BOMA Canada business in China, and future Chairs may have to undertake similar international travel. Thus, taking on the position of Chair requires a significant commitment of time and energy.

The Past Chair chairs the Past Chairs Council and the annual meeting of the BOMA Canada National Advisory Council (the “NAC”). Chairing the NAC will require several hours of preparatory meetings and work, as well as attending the NAC meetings themselves. The NAC meets in Toronto only once per year, typically the day before the Toronto Real Estate Forum begins. Past Chairs may also attend BOMA International meetings, and are encouraged to get involved in BOMA International committees.

April 2018
This will certify that ____________________________ (Name of Nominee) is duly nominated by _______________ (BOMA Local Association/Current Director/Past Chair) to serve on the Board of Directors of BOMA Canada beginning at the start of the next term of office (beginning at BOMEX® 2018.).

______________________________________________
Signature of Official Nominee

_____________________________  __________________________
(BOMA Local Association, if any)

Nominated by: BOMA Local Association /Current Director/Past Chair

________________________________
Signature of Nominator

Dated at____________________________(City)

This ________day of ________________, 2018

Kindly ensure that each nominee provides (a) a brief biography and (b) a brief statement explaining why s/he wishes to serve on the BOMA Canada Board and what s/he brings to the BOMA Canada table.

Contact BOMA Canada for further details.
# BOMA Canada - Competency Assessment

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<th>Date: ______________</th>
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## Technical Competencies

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<tr>
<td>International Experience/Perspective</td>
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<td>Able to commit the time &amp; energy</td>
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<td>Employer support</td>
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<td>Experience as a volunteer leader at the local level</td>
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<td>Financial Acumen</td>
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<td>Human Resources</td>
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## Desired Term - rank in order for 1, 2 or 3 years

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## Officer Interest:

Yes ________ (place “X)”

No ________ (place “X)”)