



Canadian Institute for Procurement and Materiel Management
Institut canadien d'approvisionnement et de gestion du matériel

POLICY ON APPOINTMENT OF OFFICERS

1. PURPOSE

This policy establishes the process, eligibility criteria, and terms governing the appointment of Officers of CIPMM. The objective is to ensure appointments are transparent, consistent, and aligned with organizational needs.

2. AUTHORITY

Officers are appointed by the Board of Directors in accordance with the bylaws. This policy guides the exercise of that authority but does not limit the Board's discretion.

3. OFFICER POSITIONS

President
Treasurer
Vice-President, Professional Development & Performance
Vice-President, Partnerships and Outreach
Vice-President, People and Talent
Corporate Secretary

4. ELIGIBILITY

A candidate is eligible if they meet the following criteria:

1. Must be in compliance with the organization's code of conduct and conflict of interest
2. Demonstrate competencies aligned to the position charter
3. Able to fulfill responsibilities and time commitment

5. APPOINTMENT PROCESS

The Board shall use a transparent and structured process to identify, consider, select, and appoint Officers of the Corporation. The process is intended to support fairness, continuity, and alignment between officer appointments, position charters, organizational needs, and the strategic direction set by the Board.

5.1 Identification of Offices and Needs

Prior to the Annual General Meeting, or when an Officer vacancy or expected vacancy arises, the Board shall identify the Officer positions to be filled and any relevant organizational needs, competency requirements, continuity considerations, or position-specific expectations.

5.2 Call for Expressions of Interest

The Corporate Secretary shall issue a call for expressions of interest to the Board. The call shall identify the offices to be filled, the applicable position charters or role descriptions, the expected term of office, the process for submitting an expression of interest, and the deadline for submissions.

5.3 Candidate Declaration

A candidate will confirm their interest to the Corporate Secretary by responding to the call for expressions of interest.

Candidates will identify the position(s) for which they would like to submit their candidacy. A candidate may express interest in one or more Officer positions.

If a candidate is applying to multiple positions, the candidate will:

- Identify the positions for which they would like to be considered in order from most preferred to least preferred;
- Identify the combination of positions the candidate would consider holding concurrently; and
- Identify the combination of positions the candidate would not consider holding concurrently.

The Corporate Secretary shall hold candidates' ranked preferences and concurrent-office preferences in confidence until they are required to administer or resolve the appointment process under this policy.

5.4 Consideration of Candidates

The Board will provide all candidates with an opportunity to provide an oral and/or written statement at a meeting of the Board. Candidates must provide sufficient information to support the Board's assessment of their eligibility, competencies, availability, and ability to fulfill the responsibilities of the office. The Board may ask questions of the candidates.

5.5 Voting Procedure

Votes shall be conducted in a manner determined by the Board, which may include an electronic voting system. Each voting Director may participate in the vote for each Officer position being filled, subject to the voting method applicable under this

policy. A Director may vote or abstain. Abstentions shall not count as votes in favour of a candidate. The Corporate Secretary shall administer or oversee the voting process, unless the Corporate Secretary is a candidate, in which case the Board shall designate another person to administer or oversee the process.

5.6 Permission to Hold More than One Office

Where a candidate has identified a willingness to hold more than one Officer position concurrently, the Board shall vote on whether to permit the candidate to hold more than one office if selected for multiple offices.

The vote shall be framed as a separate question to the Board, substantially as follows: “The candidate has identified a willingness to hold more than one Officer position concurrently. Does the Board agree that the candidate may be appointed to more than one office if selected?”

Each voting Director may vote in favour, vote against, or abstain. The candidate must receive votes in favour from a majority of voting Directors present and entitled to vote to be permitted to hold more than one office.

If the Board approves the candidate holding more than one office, the candidate may be selected for more than one office, subject to the results of the selection votes and the concurrent-office preferences and limitations identified in their candidate declaration.

If the Board does not approve the candidate holding more than one office, the candidate may hold only one office, and the multiple-selection resolution rules shall apply if the candidate is selected for more than one office.

The Board shall not appoint a candidate to a combination of offices that the candidate has identified they are not willing to hold concurrently.

5.7 Confirmation of Single Candidate

Where only one candidate is standing for an Officer position, the Board shall conduct a confirmation vote. Each voting Director may vote in favour of the candidate or abstain. The candidate must receive votes in favour from at least 50% plus one of the voting Directors present and entitled to vote to be selected for appointment.

If the candidate does not receive the required majority, no successful candidate is selected and the position remains vacant unless the Board determines that a further vote, further discussion, or a further call for expressions of interest should be conducted.

5.8 Ranked Selection Vote by the Board

Where there is more than one candidate for an Officer position, the Board shall conduct a ranked selection vote for that position. Each voting Director may rank

candidates in order of preference or abstain.

If a candidate receives at least 50% plus one of the valid ballots cast in the first count, that candidate shall be selected.

If no candidate receives at least 50% plus one of the valid ballots cast in the first count, the candidate with the fewest votes shall be eliminated and their ballots shall be redistributed to the next-ranked continuing candidate indicated on each ballot. This process shall continue until one candidate receives at least 50% plus one of the valid continuing ballots.

A ballot that does not indicate a preference for any continuing candidate shall be considered exhausted and shall not be counted as a valid continuing ballot in subsequent counts.

If no candidate receives at least 50% plus one of the valid continuing ballots, no successful candidate is selected and the position remains vacant unless the Board determines that a further vote, further discussion, or a further call for expressions of interest should be conducted.

5.9 No Successful Candidate

If no candidate is selected through the confirmation vote or ranked selection vote, no successful candidate is selected and the position remains vacant unless the Board determines that a further vote, further discussion, or a further call for expressions of interest should be conducted.

5.10 Multiple Selections Where Candidate Holds One Office

Where a candidate is selected for more than one Officer position but is not permitted or does not wish to hold more than one office, the candidate shall be selected for the position in which they received the highest level of Board support.

For the purposes of this section, Board support shall be determined by the candidate's share of valid continuing ballots at the count in which the candidate was selected for each applicable position.

Where the candidate received an equal share of valid continuing ballots for more than one position, the candidate shall be selected for the position in which they received the highest number of first-choice votes. If the candidate remains tied, the candidate shall be selected for the position ranked highest in their candidate declaration.

The remaining position or positions shall be resolved by applying the ranked selection vote process in section 5.8 to the remaining candidates for those positions. If there is no successful candidate for a remaining position, the position shall remain vacant unless the Board determines that a further vote or call for expressions of interest should be conducted.

5.11 Office Acceptance

Following completion of the voting and resolution process under this section, selected candidates shall confirm whether they accept the office or offices for which they have been selected.

A candidate may withdraw their name from consideration or decline an office before final appointment by Board motion. Where a selected candidate declines an office, the Board may select the next highest-ranked candidate who meets the requirements of section 5.9, conduct a further vote, issue a further call for expressions of interest, or leave the position vacant.

5.12 Final Appointment

Officer appointments shall be confirmed by Board motion. The motion shall identify the Officer, the office to which they are appointed, the term of appointment, and the effective date of appointment.

5.13 Records

The Corporate Secretary shall ensure that the process, results, and appointment motions are recorded in the minutes or official records of the Corporation.

6. TERM OF OFFICE

Officers are appointed for a term of up to two years, commencing at or following the Annual General Meeting, unless otherwise determined by the Board.

7. SIGNING AUTHORITY

Officers of the Corporation shall have signing authority only in accordance with the CIPMM bylaws, the CIPMM Financial Policy, and any applicable Board resolution.

8. TRANSITION AND CONTINUITY

Incoming and outgoing Officers are expected to support reasonable overlap and knowledge transfer to promote continuity of governance and operations.

9. VACANCIES AND INTERIM APPOINTMENTS

Where an Officer position becomes vacant, the Board may appoint an Officer on an interim or continuing basis in accordance with the bylaws. The Board may use the appointment process in section 5, with any modifications it considers appropriate having regard to timing, urgency, continuity, and organizational needs.

10. REMOVAL OR RESIGNATION

An Officer may resign by providing written notice to the President or Corporate Secretary.

The Board may remove an Officer in accordance with the bylaws, including where the Officer is not fulfilling the responsibilities of the office, no longer meets the requirements of appointment, or where removal is otherwise determined by the Board to be in the best interests of the Corporation.

11. REVIEW

The Board of Directors may periodically review the effectiveness of appointments and their alignment with organizational needs.