

A by-law relating to the election of directors to the Board of Directors of the Retirement Homes Regulatory Authority (the "RHRA").

WHEREAS:

Section 14 of the *Retirement Homes Act, 2010* requires the RHRA Board of Directors (the "Board") to make a by-law regarding who can serve as directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected,

BE IT ENACTED as a by-law of the RHRA as follows:

1. Definitions

- (a) "Advisory Council" means the committee established under section 7(30) of the RHRA's Memorandum of Understanding with the Minister;
- (b) "Board" means the Board of Directors of the RHRA and does not mean the Interim Board;
- (c) "Experience Matrix and Qualification Criteria" means the matrix in Schedule G of the RHRA's Memorandum of Understanding with the Minister (and included as Schedule A to this by-law);
- (d) "Director" means a director of the Board and does not mean a member of the Interim Board;
- (e) "Interim Board" means the interim board of directors of the RHRA established under section 13 of the *Retirement Homes Act, 2010*;
- (f) "Minister" refers to the Minister Responsible for Seniors or any other member of the Executive Council to whom responsibility for the administration of the *Retirement Homes Act, 2010* is transferred under the *Executive Council Act*;

2. Qualifications of Directors

Directors must be individuals, 18 years of age, and ordinarily resident in Ontario. Candidates must not be an employee of the RHRA or have the status of bankrupt.

A person is ineligible for election to the Board if he or she is a director or employee of an international, national or provincial organization or association whose objects include advocacy or government relations on behalf of retirement homes.

3. Term and Maximum Term

Subject to section 4 of this by-law and section 4.04 of By-law Number 1, the Board will elect Directors for three (3) year terms.

No Director is eligible for re-election, if such re-election will result in the Director serving more than nine (9) consecutive years. After a break in continuous service as a Director of at least one (1) year, an individual is again eligible for election for another term or terms, to a maximum of (9) consecutive years.

4. Election

Before December 31, 2012, at a meeting duly called for the purpose of electing directors, the Interim Board will elect five directors, two of them for a term of three (3) years, two for a term of two (2) years, and one for a term of one (1) year. After the first election of directors, the Board will elect directors for three-year terms to fill the offices of those directors whose terms have expired.

5. Nomination Procedure

The Interim Board shall appoint a special committee to act as a nominating committee for the purpose of the first election of Directors under section 4 of this by-law. After the first election of Directors, the Board will designate or appoint a committee to act as a nominating committee. The nominating committee will nominate individuals for election to the Board to fill any vacancies in Directors with reference to the Experience Matrix and Qualification Criteria and in accordance with this by-law and any nominating policy that the Board prescribes from time to time and makes publicly available on the RHRA website.

6. Criteria to Guide the Nomination of Directors

The nominating committee will consider the following criteria when assessing candidates for election to the Board:

- (a) The public and the retirement homes sector, including operators and residents, should view the Board as capable and having the necessary expertise to oversee the RHRA;
- (b) Board membership will reflect a range of perspectives on the retirement home sector, including:

- (i) The perspective of consumers, including residents and individuals of importance to residents;
 - (ii) The perspective of the diversity of retirement homes in Ontario and an understanding of their challenges and opportunities; and
 - (iii) The public interest in regulating retirement homes.
- (c) Membership on the Board and its committees will reflect the competencies and attributes set out in the Experience Matrix and Qualification Criteria;
- (d) The nomination process will be sensitive to gender as well as to the culturally and regionally diverse make up of Ontario, including with reference to the French language service provisions in the *Retirement Homes Act, 2010* and regulations.

The nominating committee will consider the above criteria while balancing the need for ongoing expertise on the Board and the need to plan for the succession of Board officers.

7. Voting Procedure for Election of Directors

At the time of each election of Directors, the following procedures will apply:

- (a) The Board shall not accept a nomination for Director unless the nominating committee has approved the nomination.
- (b) If the nominating committee recommends an equal number of candidates to vacancies in Directors, the election of the candidates will be by acclamation. If the Board does not approve a motion of acclamation, the Chair shall call for a separate vote for each candidate on the slate of candidates.
- (c) If the nominating committee recommends more candidates than there are vacancies, the election of candidates will be by ballot, which will contain the names of all candidates.
- (d) Each Director may cast one vote for each of his or her favoured candidate, with the number of votes equal to the number of vacancies.
- (e) If proceeding by ballot, the Chair may designate a scrutineer, which may be the auditor of the RHRA. Each Director or Interim Director, as the case may be, will receive ballots. The candidates receiving the most votes on the initial or any subsequent ballots will fill the vacancies in Directors.

- (f) If two or more candidates receive an equal number of votes for one vacancy and there are no candidates with fewer votes, there will be another vote with the names appearing on the ballot restricted to those candidates receiving the equal number of votes in the preceding vote.

Mary Catherine Lindsay

Chair

July 26, 2012

Date

Paul Jeffrey

Minister

August 1, 2012

Date