



Making the most of your housing co-op's elections

A guide for Ontario housing co-ops

Elections are a key feature of housing co-op governance. Democratically electing a board of directors to assist the membership in governance makes co-ops different than other types of housing. Recent changes to the Ontario Co-operative Corporations Act have changed the way elections must be conducted.

Making the most of your housing co-op's elections is an educational series to help your co-op have the strongest and well-planned elections possible. Each issue in the series is designed as a stand-alone resource that covers a specific part of the election process.

This fourth issue looks at how to get members to run in the election. To get the most out of your co-op's elections you need lots of qualified candidates. During an election you work to get nominations. It is also important to develop potential directors within your membership. This can happen during an election but can be something that happens all the time.


Issue #4: Getting nominations

This issue will start by discussing the process of getting board nominations and then we'll cover how to encourage people to run for the board.

Before you can ask people to run for the board, they need to know:

- The deadline to submit their nomination
- How they submit their nomination

One of the first tasks of an election committee is to decide when nominations need to be received by the co-op. Because the Co-op Act now allows members to vote in advance of the election meeting, co-ops can no longer accept nominations from the floor of the meeting.



Check what your co-op's by-laws say about a nomination deadline. The model organizational by-law says nominations need to be received at least six days before the election meeting (Article 8.1(d)). You can set an earlier date, but it must be at least six days. This allows the committee

- to get information about the candidates and give it to members
- check qualifications of candidates and follow up if needed
- prepare ballots

A good way to get nominations is to use a nomination form. The model Organizational By-law has a form, Schedule E: Director's Nomination Form, that can be used. The form is also included at the end of this tip sheet, along with the Confidentiality and Conflict of Interest Agreement and the Directors' Ethical Conduct Agreement, which are submitted with the nomination form. The nomination form

- is filled out and signed by two members who are nominating the member for election to the board. Members can nominate themselves
- the member who is being nominated signs the form that they are accepting the nomination
- they also fill out, sign and submit the Directors' Ethical Conduct Agreement and Confidentiality and Conflict of Interest Agreement. They take effect if the member is elected

There are many ways to encourage members to run in your co-op's election. Use as many of these ideas as you can – and feel free to add your own!

- **Start communicating early.** Let members know months in advance that a board election is coming up.
- **Share nomination forms and election details.** Send reminders, especially as the nomination deadline gets closer.
- **Use a variety of communication channels.** Post on bulletin boards, deliver flyers or letters to every unit, and share updates through the co-op's social media.
- **Talk directly with members.** Anyone can do this, but it's especially important for the election committee.
- **Encourage nominations.** Ask members to think about who they want on the board and to nominate them. Members who identify and support potential board members are playing one of the most important roles in the co-op. To encourage this, consider entering those who make nominations into a draw for a small prize at the election meeting.

- **Host a workshop on the board's role.** Hold a short session well ahead of the election so members can learn what's involved and consider running.
- **Invite interested members to a board meeting.** This gives them a first-hand look at the directors' responsibilities and current issues facing the co-op.

Governance planning

Getting good candidates for your board elections is not just a short-term job at the time of your board election – it's part of a longer-term plan for your co-op's future. Building a pool of good potential candidates is a long-term effort and part of your co-op's succession planning. Check out the **Resource Centre** on CHF Canada's website for ideas on how to do this. Here are a few ideas:

- create a culture within the co-op that values leadership. Give the role of director some visibility and regularly thank your directors for their service to the co-op.
- provide regular education about co-op governance. Help members understand the role of the board and the role of members. This can be done in members' meetings. It can also be done through flyers on bulletin boards, posts on the co-op's social media and other communication channels.
- Send members to sector education events. Don't restrict participation to current to directors. Make these opportunities available to anyone interested.
- Develop leadership across your membership. A strong board reflects the diversity of your co-op. Support leadership development for young members and communities representing in your co-op.

Having a board made up of qualified and committed directors is key to a successful co-op. You can help this happen through a strong election process that gets more nominations. In the long run, building a culture of leadership and developing new leaders will strengthen your co-op for years to come.

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Schedule E: Director's Nomination Form

To:

We nominate _____ to run as a candidate for director of the co-operative at the next election meeting of members.

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

I accept the nomination. Enclosed are the Directors' Ethical Conduct Agreement and Confidentiality and Conflict of Interest Agreement. These will take effect if I am elected.

Candidate signature: _____

Date of signing: _____

Schedule B: Confidentiality and Conflict of Interest Agreement

To:

I am signing this Agreement as a director, officer, committee member or staff member of the co-op.

Confidentiality

1. I understand that this Agreement applies to
 - (a) Personal information about co-op members and applicants.
 - (b) Confidential information about co-op staff.
 - (c) Confidential information about the co-op or co-op business.
2. I understand that the above is considered confidential information even if I learn about it from a source unrelated to my position with the co-op and even if it is publicly available.
3. I will not tell anyone any confidential or personal information
 - that I know through my position with the co-op
 - that I learn at meetings related to my position with the co-op, or
 - that I know about in any other way.
4. I will not disclose, or permit disclosure of, any confidential or personal information in any other way.
5. I will safeguard confidential or personal information that I may have.
6. The only exception is when I am authorized by the board or the co-op by-laws to disclose the information. If I am not sure whether information should be kept confidential, I will ask the board for a decision about it.
7. I agree that the above obligations apply while I have my position with the co-op and after I no longer have that position or any connection with the co-op.
8. I will always give the board any information requested by the board. When I no longer have my position with the co-op, I will return all co-op papers and property to the co-op.
9. While I have a position with the co-op, I will not gossip about the co-op or its members or employees.

Conflict of Interest

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

11. A conflict of interest is where I take part in a decision that benefits me or a relative or friend in a way that is different from most co-op members.

12. I understand that some conflicts of interest are prohibited and some situations are manageable as stated in the Organizational By-law.

- **Prohibited conflicts.** I will not become involved in any conflict of interest that is prohibited.
- **Manageable situations.** If I am involved in a potential conflict that is manageable, I will follow the applicable rules as stated in the co-op's Organizational By-law.

13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the board, or any committee that I am on, and they will decide if it is a conflict of interest.

14. I promise that I will abide by the conflict of interest rules and definitions in the Organizational By-law. I promise to ask if I have any questions or there is anything I don't understand.

15. I also agree to abide by any legal and government requirements about conflict of interest that are not included in co-op by-laws.

General

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

Date: _____

Signature: _____

Schedule C: Director's Ethical Conduct Agreement

To:

I agree to be a director of the co-op and to do my best to forward the interests of the co-op and the members and the other stakeholders in the co-op.

1. I am at least 18 years old am not bankrupt or incapable of managing property under the Substitute Decisions Act.

Board Procedures

1. CROSS OUT ONE:

- (a) I will accept notices to directors by electronic mail.
- (b) I will NOT accept notices to directors by electronic mail.

DUTIES of a director

3. I will perform my duties as a director honestly, in good faith and in the best interest of the co-op rather than in my personal interest.

4. I will use the care, diligence and skill of a reasonably prudent person in performing my duties as a director.

5. I will sign and comply with the co-op's Confidentiality and Conflict of Interest Agreement and all legal and government requirements about confidentiality, privacy and conflict of interest.

6. I will always give the board any information requested by the board. I will return confidential papers to the co-op when requested. I will delete confidential materials from my computers and electronic devices when requested. When I am no longer on the board, I will return all co-op papers and property to the co-op and I will delete confidential materials from my computers and electronic devices.

7. I will attend all board and members' meetings unless excused by the board based on advance notice of absence.

8. I will prepare for board meetings and act constructively at all board meetings.

9. I will participate in all training programs as decided by the board.

Acting as a Board

10. I understand that the board acts as a whole. If I disagree with something the board is considering, I will say so at a board meeting. Once the board has made a decision, I will support that decision or remain silent.

11. I understand that directors can act only by a decision at a proper board meeting. Between meetings I have no authority unless the board has given me authority to do something, such as to sign a document.

12. I understand that even if the board has given me responsibility for something, the final authority and responsibility stays with the board.

13. I understand that, if I am an officer or a member of a committee, my duties must be performed as directed by the board and within any limits set by the board.

Respect for Others

14. As a director I will remain open to other points of view and options. I will not act defensively when directors or members question or disagree with my point of view.

15. I will do my best to work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions.

16. I will never make statements which in any way harm, put down or show a lack of respect for other directors, members or staff.

17. I will never make statements, take actions or harass anyone in any way that is prohibited under the Ontario Human Rights Code.

18. I will make any complaints I may have about the co-op or the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the board.

19. I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.

Duties of A MEMBER

20. I will perform my duties as a co-op member. I will comply with the by-laws of the co-op.

21. I will not be in arrears while I am a director.

I have read and understood this Agreement and I agree that I will follow it. I understand that, if I break this Agreement, the board of directors can follow the procedure stated in the Organizational By-law to remove me as a director.

Date: _____

Signature: _____
Print Name