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## 2.10 LAPP Sponsor Board Member Appointment and Term Length

<b>EFFECTIVE DATE AND REVISION DATES:</b>
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February 6, 2019
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### 2.10.1 CURRENT COMPOSITION AND TERM

The members of the LAPP Sponsor Board (**Board**) as at February 6, 2019, their terms of office and the sponsor organizations who appointed them, are shown in Schedule A.

The term of office of all successors to the members shown in Schedule A will be three years (or to December 31 in the year of the term expiry).

### 2.10.2 MEMBER APPOINTMENT PROCESS

LAPP Corporation is responsible to receive the appointee names from the sponsor organizations for the appointments to the LAPP Sponsor Board. The following process was confirmed by the Board at its January 8, 2019 meeting:

- 1) A Certificate of Incumbency will be sent to each sponsor organization to provide LAPP Corporation a record of who is authorized to represent each organization;
- 2) A Notice of Appointment Form will be sent to each sponsor organization to provide LAPP Corporation with the name and contact details of each appointee;
- 3) A Consent to Act as a Sponsor Board Member Form will be sent to each applicable individual to sign and return to LAPP Corporation to provide a legal record of the member's agreement to the appointment to the LAPP Sponsor Board; and
- 4) All such records are to be filed in the LAPP Corporation corporate Minute Book, as the legal representation of the appointments.

### 2.10.3 APPOINTMENT OF SUCCESSOR MEMBERS ON EXPIRATION OF TERM

A successor Board member shall be appointed to succeed a Member at the expiration of such Member's term pursuant to the following paragraphs:

- (a) The sponsor organization that appointed a Member shall appoint a successor to that Member, except that:
  - (i) Members appointed by either the Alberta Schools Board Association or by the Council of Post-Secondary Presidents of Alberta shall be appointed on an alternating basis by those organizations.

- (ii) Members appointed by either the Alberta Urban Municipalities Association or by Rural Municipalities of Alberta shall be appointed on an alternating basis by those organizations.
- (iii) Members appointed by either the City of Edmonton or the City of Calgary shall be appointed on an alternating basis by those organizations.
- (b) At least six months prior to the expiry date of a member's term, LAPP Corporation shall give written notice to the applicable sponsor organization, and that sponsor organization shall make the appointment of a successor member on or before October 31 of the year in which the incumbent Board member's term expires. An information meeting will be held within two months of delivery of such notices, at which the Chair, Vice-Chair and the CEO of LAPP Corporation will present information and answer questions the sponsor organizations might have regarding the appointment process.
- (c) Should a responsible party fail to appoint a successor before October 31 of the year in which the incumbent Board member's term expires, a successor shall be appointed as follows:
  - (i) where the member was appointed by an employer sponsor organization, the incumbent member shall be re-appointed by an affirmative vote of a majority of the members appointed by employer organizations; and
  - (ii) where the member was appointed by an employee sponsor organization, the incumbent member shall be re-appointed by an affirmative vote of a majority of the members appointed by employee organizations; and
- (d) A Member may be reappointed and be named as his or her own successor for purposes of this Section 3.11.3.

#### **2.10.4 REMOVAL**

A member may be removed by the sponsor organization that appointed the member, at any time, upon written notice to LAPP Corporation.

#### **2.10.5 RESIGNATION**

A member may resign by giving written notice thereof to the sponsor organization that appointed him or her, and that sponsor organization shall promptly give written notice of such resignation to LAPP Corporation. The effective date of a resignation shall be stated in the member's notice of resignation, but in no event shall the effective date precede the date that the written notice of resignation is received by LAPP Corporation.

**2.10.6 APPOINTMENT OF REPLACEMENT MEMBER UPON DEATH, RESIGNATION OR REMOVAL OF MEMBER**

- 1) If a member dies, resigns or is removed from office prior to the end of his or her term, a replacement shall be appointed by the sponsor organization that made the appointment. A replacement member shall be appointed for the balance of the term of the member who died, resigned or was removed.
- 2) If a sponsor organization is entitled to appoint a member to replace a member who has died, resigned or been removed, but fails to do so within ninety (90) days of the member's death, resignation or removal, an interim replacement member shall be appointed for the period remaining in the term of the member who died, resigned or was removed as follows:
  - (a) Where the member to be replaced was appointed by an employer sponsor organization, the interim replacement member shall be selected and appointed by an affirmative vote of a majority of the remaining members appointed by employer sponsor organizations; and
  - (b) Where the member to be replaced was appointed by an employee sponsor organization, the interim replacement member shall be selected and appointed by an affirmative vote of a majority of the remaining members appointed by employee sponsor organizations.

**2.10.7 DISCHARGE**

If a member resigns or is removed, or the member's term expires and the member is not reappointed, he or she shall be fully discharged from all future duties and responsibilities of a member as of the effective date of such resignation, removal or expiration of term, as the case may be. If a member dies, his or her heirs, administrators, executors and assigns shall be fully discharged from all future duties and responsibilities of the member as of the date of the member's death.

**2.10.8 MEMBER QUALIFICATIONS**

To be eligible to be or remain a member of the Sponsor Board, an individual:

- a) must be at least eighteen years of age; and
- b) must not be a director of LAPP Corporation.