



SouthWestern • Integrated • Fibre • Technology

# **BOARD OF DIRECTORS APPLICATION**

## **PL-09-18**

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# 1 JOINING THE SWIFT BOARD

## 1.1 YOUR CONTRIBUTION TO SOUTHWEST ONTARIO, CALEDON AND NIAGARA REGION

SWIFT Board Directors have the opportunity to:

- Serve a two or three-year term with the objective of helping SWIFT achieve its vision: “Empowering communities to access global opportunities through local, ultra-highspeed connections”.
- Apply your skills and expertise to help develop the strategic direction of SWIFT.
- Gain valuable insight and experience developing and implementing policies that promote the region’s economic success.
- Help build a better region by supporting the ongoing development of broadband infrastructure.
- Have an impact on the day-to-day lives of Canadians by enhancing the quality of their experiences online.

## 1.2 YOUR ROLE AS A BOARD DIRECTOR

The role of SWIFT Board Directors is to help foster the development of SWIFT. The board provides strategic direction and oversight for the corporation. As well, the board plays a key role in helping build #broadbandforeveryone in southwest Ontario, Caledon and Niagara.

As a SWIFT Board Director, it’s your responsibility to:

- Provide strategic direction and oversight for the SWIFT Project.
- Help develop and implement policies that support the SWIFT vision: “*Empowering communities to access global opportunities through local, ultra-highspeed connections*”.
- Attend approximately six in-person weekday meetings in various locations across southwest Ontario, Caledon and Niagara and the Annual General Meeting (travel and expenses are reimbursed).
- Participate in committee work and associated conference calls.
- Approve SWIFT’s corporate plan and annual budget.

Board Directors are expected to serve on committees and attend board meetings regularly. Directors are remunerated for their time and reimbursed for expenses. For detailed information on compensation please review “Board Compensation” below.

**If elected to the Board, successful candidates are expected to attend two days of board meetings during the month of March. These two days consist of; board training, a review of the strategic plan and the first board meeting of the year.**

## 1.3 DESIRED SKILLS AND EXPERIENCE

The SWIFT board has a “board competencies and skills” matrix that outlines the skills and experience SWIFT will be looking for when reviewing applications.

We are seeking SWIFT members who have:

- A passion for community;
- Experience in relevant industry sectors (internet infrastructure experience);
- Finance, accounting and audit experience;
- Law (Telecom law, ICT) experience;
- Experience with and understanding of the board’s oversight role with respect to risk management;
- Previous board experience with solid understanding of board governance.

To be eligible to become a director, an individual must:

- Consent to be a candidate, and, if elected, a director.
- On application due date, meet the “qualification” requirements defined in section 5.02 of [SWIFT’s By-law No. 1](#).
- Must not be a direct employee or director of a Telecom Service Provider (example, Municipal Utility-Telcom, Telecom Cooperative, etc.)

SWIFT Directors are required to be employed by a Regular SWIFT Member or elected to a WOWC or Contributing SWIFT Member at the time of election.

#### 1.4 MEMBER AND BOARD CLASSES<sup>1</sup>

The SWIFT board is broken into three classes that represent the three classes of membership of the organization:

- Eight (8) directors represent the Western Ontario Wardens Caucus (WOWC) Member class that includes the 15 upper and single tier municipalities of the WOWC.
- Two (2) directors represent the Contributing Member class that includes the other municipalities that have funded the project and are not members of the Western Ontario Wardens Caucus (WOWC).
- Five (5) directors represent the Regular Member class that includes all other public and private sector members of the organization.

#### 1.5 BOARD DIRECTOR TERM LENGTH

The SWIFT board adopted staggered length of terms served for directors in each member class to minimize the risk of complete board turnover in a municipal election year. The following chart outlines the director length of term by year and member class:

MEMBER CLASS	AGM YEAR	2018	2019	2020	2021	2022	2023
WOWC 1		1	2		2		2
WOWC 2		1	2		2		2
WOWC 3		1	2		2		2
WOWC 4		1	2		2		2
WOWC 5		1	3			2	
WOWC 6		1	3			2	
WOWC 7		1	3			2	
WOWC 8		1	3			2	
Contributing 1		1	2		2		
Contributing 2		1	3			2	
Regular 1		2		2		2	
Regular 2		2		2		2	
Regular 3		2		2		2	
Regular 4		2		2		2	
Regular 5		2		2		2	

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<sup>1</sup> Complete definitions are included in [SWIFT By-Law NO.1](#)

## 1.6 HOW TO JOIN THE BOARD THROUGH THE WOWC MEMBER CLASS SLATE

Joining the board of directors through the WOWC Member class slate can be achieved by following these steps:

- a) Verify that you are qualified: we are looking for individuals with specific skills and experience. Ensure you qualify before submitting an application.
- b) Complete the online application.
- c) SWIFT Executive Committee selects candidates: The Executive Committee will review each application and narrow down the list of potential candidates. Candidates may be contacted by the Executive Committee with follow-up questions to help make their decision. The final list of candidates will be ranked and forwarded to the WOWC Nomination Committee for review and approval.
- d) The WOWC Nomination Committee reviews the candidates and presents the slate to the WOWC Caucus for approval.

## 1.7 HOW TO JOIN THE BOARD THROUGH THE CONTRIBUTING MEMBER CLASS SLATE

Joining the board of directors through the Contributing member class slate can be achieved by following these steps:

- a) Verify that you are qualified: we are looking for individuals with specific skills and experience. Ensure you qualify before submitting an application.
- b) Complete the online application.
- c) SWIFT Executive Committee selects candidates: The Executive Committee will review each application and narrow down the list of potential candidates. Candidates may be contacted by the Executive Committee with follow-up questions to help make their decision. The reviewed list of candidates will be circulated to the Contributing Members.
- d) The Contributing members will vote one (1) week ahead of the AGM via electronic voting software to finalize the slate of 2 directors.
- e) The slate will be confirmed by a vote at the SWIFT AGM.

## 1.8 HOW TO JOIN THE BOARD THROUGH THE REGULAR MEMBER CLASS SLATE

Joining the board of directors through the Regular member class slate can be achieved by following these steps:

- a) Verify that you are qualified: we are looking for individuals with specific skills and experience in specific sectors:

- |                             |                |
|-----------------------------|----------------|
| 1. First Nations            | 4. Agriculture |
| 2. School board             | 5. Health care |
| 3. Post-secondary education | 6. Business    |

Ensure you qualify before submitting your application.

- b) Complete the online application indicating the sector you represent.
- c) SWIFT Executive Committee selects candidates: The Executive Committee will review each application and narrow down the list of potential candidates. Candidates may be contacted by the Executive Committee with follow-up questions to help make their decision. The reviewed list of candidates will be posted on the SWIFT web site for the members to review.
- d) All members will vote one (1) week ahead of the AGM via electronic voting software to finalize the slate of 5 directors.
- e) The slate will be confirmed by a vote at the SWIFT AGM.

## 1.9 DRAFT SCHEDULE

MONTH	DESCRIPTION
November	Send Board of Director Criteria to WOWC & Contributing Members.
January	Applications Due
February	Candidates will be notified
March	Election (electronic)
March	Release AGM agenda package with election results
March	AGM Meeting and confirmation vote & Board Meeting

## 1.10 BOARD DIRECTOR COMPENSATION

Remuneration for elected SWIFT Directors is based on the following principles:

- Attract and retain skilled, productive board members with core governance competencies.
- Ensure external market competitiveness and equity.
- Recognize the additional responsibilities undertaken by the chair.
- Be fiscally responsible and consistent with corporate governance best practices.

### 1.1.1 WHICH BOARD DIRECTORS ARE ELIGIBLE FOR COMPENSATION?

All three classes of elected Board Directors of SWIFT are given remuneration to recognize their time and effort and to help the organization attract and retain experienced and knowledgeable members to its Board.

### 1.1.2 WHAT COMPENSATION DO BOARD DIRECTORS RECEIVE?

Directors are compensated based on their role within the board of directors, the number and types of meetings they attend, and any additional committee work performed.

### 1.1.3 BOARD DIRECTOR COMPENSATION SCHEDULE – EFFECTIVE MARCH 2018

BOARD CHAIR	BOARD DIRECTOR
Annual Retainer: \$3,547.50	Annual Retainer: \$2,547.50
Fee per meeting (Board/Committee): \$305.70	Fee per meeting (Board/Committee): \$305.70

## BOARD COMPETENCIES

Following is the board skills matrix.

You are not asked to comment on the “Other Factors” or personal characteristics with respect to your own attributes but if you feel there are other important factors or characteristics that are important to the board as a whole, please feel free to note them for input into the process.

SKILLS RATING SCALE:	
1. <b>ADVANCED</b>	Solid experience and, if applicable, verifiable credentials that together constitute extensive experience and comprehensive knowledge
2. <b>GOOD</b>	Practical experience and demonstrated competency to practice
3. <b>FAIR</b>	Conceptual knowledge with limited experience
4. <b>LIMITED</b>	Limited experience

Director Key Strengths	Competency
<b>Previous Board of Directors Experience</b>	Experience in serving on public, private, or not-for-profit Boards operating with strong governance policies and practices.
<b>Not-for-Profit and Public-Sector Experience</b>	Not-for-Profit and Public-sector experience including knowledge of how governments operate, and the Canadian regulatory regime in which SWIFT operates.
<b>Organizational Strategic Plan</b>	Experience with planning, evaluating, and developing organizational strategic plans, and allocating resources to achieve desired outcomes. This includes a demonstrated ability to focus on longer-term goals and strategic outcomes, as separate from day-to-day management and operational experience.
<b>Business/Corporate Planning Experience</b>	Experience in business/corporate planning for public, private, or not-for-profit sectors.
<b>Finance</b>	Understanding of financial operational management and the proper application of internal controls for public, private, or not-for-profit sectors.
<b>Accounting &amp; Audit</b>	Financial literacy and knowledge of financial reporting, and knowledge of the considerations and issues associated with the auditing requirements for public, private or not-for-profit sectors.
<b>Risk Management</b>	Experience in the process of identifying principal enterprise-wide corporate risks and to ensure that management has

	implemented the appropriate systems to mitigate and manage risk.
<b>Legal Background</b>	Background, experience, and understanding of the areas of law related to SWIFT's business, such as contract, Telecom, IT, privacy, trademark, patent, etc.
<b>Human Resources Experience</b>	Understanding of human resource considerations and issues such as executive recruitment, succession planning, total compensation, performance management and organizational development.
<b>Industry Experience</b>	Industry experience related to SWIFT's line of business and mandate, including an understanding of emerging industry trends.
<b>Technical</b>	Experience and understanding of the technology that SWIFT operates.
<b>Marketing and Communications Experience</b>	Experience in marketing and communications.

**OTHER FACTORS:**

- Regional diversity
- Gender and ethnic diversity
- Orderly board succession and board leadership succession
- Personal characteristics
- Ability to listen and be open to other perspectives including the ability to ask pertinent questions
- Able to synthesize and build consensus including the ability to articulate a point of view with objective reasoning
- Ability to understand risks, opportunities and implications

## 1.11 THANK YOU

SWIFT thanks all candidates for their time and dedication to their community and helping to build #broadbandforeveryone in southwest Ontario, Caledon and Niagara.

**'Empowering communities to access global opportunities through local, ultra-highspeed connections.'**

**[APPLY HERE – Online Director Application](#)**