



# FELLOWSHIP AWARDS

## NOMINATION GUIDELINES, CRITERIA AND TERMS OF REFERENCE

The ICD Fellowship Award recognizes excellence by corporate directors in Canada, including those principally with not-for-profit governance experience. Established by the ICD in 1997, the award honors individuals who have made outstanding contributions to Canadian enterprises and not-for-profit organizations through their governance leadership in the boardroom.

Each year, up to five Fellows are inaugurated by the ICD with the F.ICD designation at the ICD Fellowship Awards Gala.

Nominated by their peers, the inductees are reviewed by a Selection Committee that includes prominent individuals from Canada's director community. Committee members and ICD Board Members are ineligible for nomination and can not participate in the nomination process.

### ELIGIBILITY

Nominees should have a prominent and distinguished career as a director. Nominees are assessed against specified selection criteria that reflects a breadth and depth of governance leadership in a variety of boardroom settings as well as other contributions to good governance.

The Fellowship Awards Selection Committee welcomes nominations of directors from public and private companies, not-for-profit organizations and Crown Corporations.

### CRITERIA FOR A FELLOWSHIP

The ICD honours the outstanding leadership and contributions of directors in Canadian boardrooms who exemplify the highest standards of governance and are deserving of recognition as Fellows of the ICD.

Fellows have earned the respect of their peers for their professionalism, integrity, and knowledge, as well as their demonstrated track record of outstanding boardroom leadership across multiple organizations.

The high standards for selection of For Profit awards will equally apply for Fellows being principally recognized for excellence in governance in NFP's. This particular recognition acknowledges governance and leadership in NFPs, as distinct from philanthropic efforts.

The following criteria are guidelines for nomination as a Fellow of the ICD:

- Leadership and stewardship
- Accountability to stakeholders
- Contributions to governance
- Relationship with the CEO and board/management
- Organizational effectiveness and enhancement of the board
- Collegiality

#### LEADERSHIP AND STEWARDSHIP

Nominees have demonstrated outstanding leadership and stewardship over several years applying experience, knowledge, insight, and discernment. He/she is a person of integrity, exhibits a strong understanding of the director's fiduciary duty, and fosters a climate of ethical business practices. In looking to the future, he/she has embraced the organization's values, helped shape its vision, mission and strategic direction, and ensured appropriate management succession including oversight of risk management and internal controls.

#### ACCOUNTABILITY TO STAKEHOLDERS

Nominees understand and endeavour to balance the interests of shareholders and/or other stakeholders and put the interests of the company or organization above self-interest. He/she has demonstrated a commitment to transparency and disclosure. He/she is committed to superior performance, consistently striving to go beyond the legal and /or regulatory governance requirements to enhance, not just protect, shareholder and stakeholder interests.

#### CONTRIBUTIONS TO GOVERNANCE

Nominees have demonstrated best practices and a track record of outstanding boardroom leadership across multiple organizations. He/she has taken a leadership role in boardrooms to ensure that the organizations benefit from superior governance practices. He/she has also made a recognizable contribution to Canadian corporate governance outside of the boardroom.

#### RELATIONSHIP WITH THE CEO AND MANAGEMENT

Nominees contribute to effective governance through their superior, constructive relationships with the CEO and management. He/she has helped to serve as an advisor, sounding board and coach to the CEO, helping the CEO recognize and manage major opportunities, risks and exposures. He/she has helped senior management to shape the strategic direction of the company and assisted senior management to achieve a balance between the conflicting pulls of long-term versus short-term performance, and diverse internal and external demands.

#### ENHANCING THE EFFECTIVENESS OF THE BOARD

Nominees possess a solid understanding of the role of the board, as well as the legal duties and responsibilities of directors. He/she has impacted organizational effectiveness and enhanced board operations. He/she continually questions and probes beyond numbers and words. He/she is not afraid to challenge traditional approaches and thinking in order to make the board a competitive advantage for the company or organization. The nominee reflects the right corporate tone and culture and excels at board-management relationships.

#### COLLEGIALITY

Nominees should be able to work effectively with others and possess the maturity to criticize without getting personal as well as the good judgment to respect the views of other directors when they differ from their own. He/she has the common sense to know when to talk and when to listen and the skill to ask tough, relevant questions in a civil and respectful manner.

*Please provide examples that demonstrate actions/initiatives that go above and beyond what is normally expected in the boardroom.*

### 2018 ICD FELLOWSHIP AWARDS NOMINATION GUIDELINES

1. Eligible nominees have made significant contributions to governance and adhere to the principles outlined in the ICD Code of Conduct (excluding those sections that refer to ICD membership).
2. Unsuccessful nominations may be placed on an evergreen List for future consideration up to two years following the initial nomination. Nominators may be requested to submit an updated reference letter in support of a nomination on the evergreen List.

3. Nominators are responsible for keeping a nomination current (e.g. providing updated information).
4. Nominations submitted in support of a Fellowship Award become the property of ICD. ICD will keep such nominations confidential. Only the names of the chosen Fellowship recipients will be made public by ICD.
5. Directors and staff of ICD and members of the Fellowship Awards Selection Committee cannot be nominated.
6. Directors and staff of ICD and members of the Fellowship Awards Selection Committee cannot submit nominations or write reference letters in support of nominees.
7. The nomination package consists of:
  - i. A completed and signed nomination form that addresses the award criteria
  - ii. Up to 3 reference letters
8. Nominations, including reference letters, preferably from varied business communities must be received by ICD on or before the published deadline.
9. The ICD strongly advises that nominators and providers of references keep nominations confidential from nominees during the ICD evaluation process and until otherwise informed by ICD.

## FELLOWSHIP AWARDS NOMINATION COMMITTEE – TERMS OF REFERENCE

1. The merit principle must prevail in all nominations. Geographic representation for Fellow recipients is an appropriate consideration as the ICD is a national organization. However, the relative merits of the nominations will be the deciding factor for selection.
2. Diversity of Fellows nominees is an appropriate consideration to reflect the ICD's commitment to diversity. The relative merits of the nominations, however, will be the deciding factor for selection.
3. The ICD values NFP board experience. As such, consideration will also be given to NFP directors that meet the Fellowship Awards criteria. The definition of NFP will be left to the discretion of the Selection Committee but will also include a public service component. While corporate board experience is preferred for the NFP Fellow, it is not deemed essential and will not preclude nomination for a director who has made outstanding contributions to NFP boards.
4. Before the Fellows selections are finalized, background checks will be conducted.
5. Selection Committee Composition
  - i. Number of members – up to six excluding ICD management
  - ii. Appointed by ICD board
  - iii. Chair selected by ICD board
  - iv. Gender and geography will be considered as part of the Selection Committee's composition given the importance and value that diversity offers
  - v. Given the profile and importance of the Fellowship Awards and whenever possible, an ICD member who is preferably an ICD Fellow will serve on the Fellowship Awards Selection Committee. The ICD Selection Committee member does not represent the ICD board and acts as an independent.
6. Appointment terms – up to three years of service, with the exception of the Chair of the Selection Committee, who may be requested to serve up to an additional two years.
7. Non-eligibility to be nominated or participate in nomination
8. Number of awards – a maximum of 5