

## SWIFT BOARD OF DIRECTOR SELECTION WHITEPAPER

### Joining the SWIFT Board

#### *Contribution to Southwestern Ontario, Caledon and Niagara Region*

SWIFT Board Directors have the opportunity to:

- a) Serve a two-year term with the objective of helping SWIFT achieve its vision.
- b) Apply their skills and expertise to help develop the strategic direction of SWIFT.
- c) Gain valuable insight and experience developing and implementing policies that promote the region's economic success.
- d) Help build a better region by supporting the ongoing development of broadband infrastructure.
- e) Have an impact on the day-to-day lives of Ontarians by enhancing the quality of their experiences online.

#### *Board Director Role*

The role of the 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 broadband in southwest Ontario, Caledon and Niagara.

A SWIFT Board Director is responsible to:

- a) Provide strategic direction and oversight for the SWIFT Project.
- b) Help develop and implement policies that support the SWIFT vision.
- c) Attend four to six in-person weekday meetings in various locations across southwest Ontario, Caledon and Niagara and the Annual General Meeting (travel and expenses are reimbursed).
- d) Participate in committee work and associated conference calls.
- e) Approve SWIFT's corporate plan and annual budget.

Directors are expected to serve on committees and attend board meetings regularly.

If elected to the board, successful candidates are expected to attend the Annual General Meeting (AGM) and the inaugural board meeting in April of each year.

#### *Desired Skills & Experience*

The SWIFT board has a board skills matrix (see Appendix A) that outlines the skills and experience SWIFT looks for when reviewing applications.



SWIFT seeks members who have:

- a) A passion for community;
- b) Experience in the telecommunications industry;
- c) Finance, accounting and audit experience;
- d) Legal experience;
- e) Senior organization leadership;
- f) Experience with and understanding of the board's oversight role with respect to risk management; and
- g) Previous board experience with solid understanding of board governance.

### *Director Classes*

The SWIFT board is broken into three classes:

- a) **WOWC Directors** - up to fifteen (15) directors elected by the WOWC (Western Ontario Wardens Caucus) Member class that includes the 15 upper and single tier municipalities of the WOWC.
- b) **Contributing Directors** - up to five (5) directors elected by 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).
- c) **Non-Governmental Directors** - up to five (5) directors elected by the WOWC and Contributing Members.

### *Board Director Term Length*

The term length for the Non-Governmental Directors is two years.

### **Director Qualifications**

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

- a) Consent to be a candidate, and, if elected, a director;
- b) Must not be a direct employee or director of a Telecom Service Provider (example, Municipal Utility-Telcom, Telecom Cooperative, etc.); and
- c) On application due date;
  - I. is 18 years of age or older;
  - II. has not been declared incapable by a court in Canada or in another country; and
  - III. does not have the status of a bankrupt.



### *How to Join the Board as a Non-Governmental Director*

Joining the board of directors as a Non-Governmental Director is open to any qualified individual that has the desired skillsets as outlined in Appendix A - Board Skills Matrix.

Becoming a Non-Governmental Director can be achieved by following these steps:

- a) Ensure you qualify before submitting your application.
- b) Complete the online application.
- c) SWIFT Executive Committee reviews each application for eligibility. Candidates may be contacted by the Executive Committee with follow-up questions to help make their decision. The list of eligible candidates will be posted on the SWIFT web site for the members to review in preparation for the election.
- 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.

### **Director Compensation**

Remuneration for elected directors is based on an annual resolution passed by the Board of Directors. This remuneration includes an annual base salary, per meeting per diem and reimbursed expenses.

#### *Which Directors Are Eligible for Compensation?*

All three classes of elected 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.

#### *What Compensation Do 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.

### **Appendix A – Board Skills Matrix**

Following is the board skills matrix.

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 Planning Experience</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</b>	Experience in business/corporate planning for public, private, or not-for-profit sectors.
<b>Financial Management Knowledge</b>	Understanding of financial operational management and the proper application of internal controls for public, private, or not-for-profit sectors.
<b>Accounting and Audit Experience</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 Experience</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>Telecommunications Industry Experience</b>	Telecommunications experience related to SWIFT's line of business and mandate, including an understanding of emerging industry trends.
<b>Technical Knowledge</b>	Experience and understanding of telecommunications technology including wireline and wireless technologies.
<b>Marketing and Communications Experience</b>	Experience in marketing and communications.