

## INDICATION OF INTEREST TO SERVE ON THE BOARD OF DIRECTORS OF PRO-DEMUNITY INSURANCE COMPANY

**TO:** *Potential Candidates for Pro-Demnity's Board of Directors*

**FROM:** *Paul Gogan Chair, Conduct Review, Governance, and Nominations (CRGN) Committee*

**DATE:** *October 22, 2024*

The Nominations Committee is conducting a search for OAA members interested in being considered as potential Directors of the Company, that possess a knowledge and understanding of:

- the OAA (Shareholder of Pro-Demnity) and its role as an association;
- the architectural profession and its insurance needs;
- current operation and management of an architectural practice;
- business and/or finance
- Board governance.

In addition to the above requirements, preference is given to candidates who possess one or more of the following attributes:

- Broad understanding of construction delivery services;
- Experience in purchasing requirement and supply chain;
- Experience with insurance applications;
- Understanding of leading edge architectural practices and materials.

Moreover, to display an appreciation of the role and responsibilities of directors, the attributes of a team player, consensus-building, acceptance of upgrading knowledge through continuous education or orientation courses arranged by the Board, and a multi-year commitment subject to our ultimate term of 9 years.

The “criteria” for selection (copy attached) outline the type of experience, knowledge, time commitment and traits that will be considered in the evaluation of candidates during the interview process.

To assist the Nominations Committee, please complete and return this Indication of Interest, the References Form and Competency Self-Assessment, together with your curriculum vitae, to the Assistant Corporate Secretary of Pro-Demnity (email: [dilharap@prodemnity.com](mailto:dilharap@prodemnity.com)), prior to November 30, 2024 so that the Committee may review the applications and prepare a short-list of members to be interviewed.

## Applicant Details

Name:	
Name of Practice:	
Address:	
Phone (Office):	
Phone (Cell):	
Email:	

<p>1. Indicate your reason(s) for serving on the Board of Directors of Pro-Demnity Insurance Company.</p>
<p>2. Outline areas of expertise and experience that you can bring to the Board of Directors, particularly as it relates to the business of Pro-Demnity and board governance</p>

3. Outline areas of expertise and experience that you can bring to the Board of Directors, as it relates to the attributes as outlined on the first page of the Indication of Interest

4. Indicate the continuing education efforts pursued by you in board work and your experience as a director or trustee of any other boards (for-profit or not-for-profit).

## CRITERIA FOR SELECTION OF MEMBERS AT LARGE

The Committee shall give regard to the following, in no particular order:

1. A member of the Ontario Association of Architects.
2. Principal or partner of an Ontario architectural practice with responsibility for the purchase of insurance, reporting and cooperation in the handling of professional liability claims, contract agreements, and the management of personnel.
3. Experience in management and operation of an Ontario multi-disciplinary practice (architecture, engineering, interior design, etc.).
4. Knowledge or understanding of leading-edge architectural practices and materials; sustainability; procurement and contract.
5. Former member of the OAA Council, Discipline, Complaints, Experience Requirements, and Practice Committees.
6. Business qualifications (CPA, CFA, MBA, LLB, ICD.D, or other related executive management or business courses).
7. Engaged in forensic architecture, claims handling for adjusters or insurance companies or expert witness services.
8. Experience with other boards involving governance of any institution, business enterprise, not-for-profit, club, trust, etc.
9. Experience of out of province or country projects. Dealing with other regulatory jurisdictions, etc.
10. Time commitment may be up to 15-20 hours each month.
11. Diversity including but not limited to business enterprise, geography, age, gender, and ethnicity and aboriginal status.
12. Team player and consensus builder.
13. Prepared to accept upgrade and development of knowledge through continuing education or orientation courses arranged by the Board.

## References

Please provide two references whom we may contact regarding your application.

I, \_\_\_\_\_ authorize the referees listed below to submit, or orally provide, to Pro-Demnity Insurance Company information pertinent to the evaluation of my application for membership on the Pro-Demnity Board of Directors.

I, \_\_\_\_\_ hereby release the referees listed below that will divulge this information, from any claim, or liability for any damages whatsoever which I could, or might claim because of such disclosure.

\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

NAME of REFERENCE	
ORGANIZATION	
TITLE/ POSITION	
E-MAIL	
PHONE	

NAME of REFERENCE	
ORGANIZATION	
TITLE/ POSITION	
E-MAIL	
PHONE	



## Competency Self-Assessment

Skill Level Assessment – Knowledge/Expertise definitions

None (0)	Little, no or only superficial understanding of the subject
Basic (1)	Basic, conceptual understanding that will allow participation in discussion (e.g., <5 years exposure or practice)
Advanced (2)	Solid understanding that will enable asking probing questions (e.g., >5 years exposure or practice)
Expert (3)	Validated expertise that will facilitate questions that enhance approach or deliverable (e.g., may include accreditation or professional designation, >10 years focused experience, recognized as expert by peers)

Skill/Competency	Skill Level Assessment			
	None	Basic	Advanced	Expert
Strategic direction of shareholder and reporting thereto				
Understanding of architectural profession and its insurance needs ( <i>including quality and safety in architecture field</i> )				
Understanding of Pro-Demnity, ( <i>including genesis of the Company, its relationship to OAA and the role of shareholder</i> )				
Experience as a board member ( <i>understanding of duty to the Company, ethical behaviour</i> )				
Governance experience, emerging trends, current developments ( <i>diversity, equity, inclusivity, environmental &amp; social</i> )				
Insurance industry experience ( <i>including role of actuary, insurance regulations and insurance financial metrics/reporting</i> )				
Information technology ( <i>specifically its governance and oversight</i> )				
Artificial Intelligence ( <i>awareness about AI, impact on the industry and decision making</i> )				
Finance ( <i>understanding of financial statements, drivers of financial performance, and performance metrics</i> )				
Investment				
Enterprise Risk Management ( <i>ERM oversight and governance</i> )				
Human Resources Management				

## Competency Self-Assessment (Cont'd)

Skill/Competency	Skill Level Assessment			
	None	Basic	Advanced	Expert
Client Experience, Marketing, Communications <i>(oversight &amp; governance, understanding of metrics and CX trends)</i>				
Environmental Footprint, Social & Governance <i>(oversight &amp; governance, understanding of metrics)</i>				
Strategic and business planning (including new business initiatives)				