



## **NOMINATING COMMITTEE**

### **TERMS OF REFERENCE**

#### **1.0 PURPOSE**

- 1.1 To identify and establish a recruiting process for new members of the Board and Board Committees.
- 1.2 To nominate new members, the Officers of the Board and Chairs of Committees to Mission & Governance.

#### **2.0 OBJECTIVES**

- 2.1 Develop and ensure compliance with annual work plan and timeline for filling of vacancies on the Board and its committees and succession planning for Officers of the Board and Committee Chairs.
- 2.2 Provide and annually revise the nomination process for Board and Committees of the Board.
- 2.3 On an annual basis, at the completion of the recruitment process, develop a Committee appointment document for review by the Mission and Governance Committee and Board
- 2.4 As appropriate, recommend Committee Members (in consultation with Committee Chair) and Trustees alternate between Board Committees to provide additional experience in a variety of Board governance responsibilities.

#### **3.0 MEMBERSHIP**

- 3.1 The Nominating Committee shall consist of at least:
  - 3.1.1 Chair of the Mission and Governance Committee
  - 3.1.2 Chair of the Board
  - 3.1.3 Past Chair of the Board, or alternate trustee.
  - 3.1.4 One (1) member of the Mission and Governance Committee who is a member of the Board
  - 3.1.5 President

#### **4.0 MEETINGS**

The Nominating Committee shall meet as required by the Chair.

## **5.0 RESPONSIBILITY OF THE CHAIR**

- 5.1 To ensure that a notice of the meeting shall be sent out to members at least one week in advance.
- 5.2 To ensure that the agenda of the meeting is determined in advance and stated in the notice of meeting. The agenda is prepared by the Chair with the assistance of the facilitator and resource person.
- 5.3 To ensure that recommendations from the Committee are forwarded to the Board of Trustees through the Mission and Governance Committee.
- 5.4 To ensure that the official copy of the minutes shall be kept in the office of the President.
- 5.5 To ensure that a quorum of 50% of the voting members are present at each meeting for the purpose of voting.
- 5.6 To ensure that in his/her absence, a Board member is delegated to chair the meeting.

## **6.0 RESPONSIBILITIES OF THE RESOURCE PERSON**

- 6.1 The President will act as principal resource to the Committee.
- 6.2 The resource person:
  - 6.2.1 Assists the Chair in establishing the agenda.
  - 6.2.2 Ensures that the agenda and minutes of meetings are distributed.
  - 6.2.3 Ensures that minutes of the meetings are recorded.
  - 6.2.4 Provides information for ongoing monitoring of determined outcomes.
  - 6.2.5 Acts as liaison for Senior Management.
  - 6.2.6 Assists the Chair in compiling reports for the Mission and Governance Committee and the Board of Trustees.
  - 6.2.7 Ensures that the official copy of the minutes is kept in the office of the President.

## **7.0 REPORTING STRUCTURE**

Reports to the Board of Trustees through the Mission and Governance Committee.

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Mission and Governance Committee: Approved May 2016  
Board of Trustees: Approved May 2016

Mission and Governance Committee: Approved March 2022  
Board of Trustees: Approved March 2022

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