



Nominating Committee

Terms of Reference

Reviewed January 6, 2022 (last revision January 14, 2021)

PURPOSE: The Nominating Committee is a standing committee of the Board. The Committee oversees the recruitment of the slate of candidates for election to the Board, the election of Officers of the Corporation, recruitment of Board Members and community members for standing committees, recruitment of the Chairs for each Standing Committee and recruitment of Board Liaisons to external organizations.

MEMBERSHIP: The Chair of the Nominating Committee shall be a Director and/or a past-Chair and should have previously served on the Committee. The Nominating Committee will consist of the following: the Chair of the Board, a minimum of one other Board Director, and up to two community members. Staff representatives will include the Chief Executive Officer, a Staff Resource and other designated staff as identified by the CEO. The committee will strive to achieve representation from across the organization.

FUNCTIONS:

- 1.0 Recruitment of Nominees to Fill Board Vacancies**
- 2.0 Selection of Candidates**
- 3.0 Recruitment/Selection for Unplanned Board Vacancies**
- 4.0 Election of the Executive of the Board of Directors**
- 5.0 Selection of Chairs of Standing Committees of the Board**
- 6.0 Recruitment of Board and Community Members for Standing Committees**



APPENDIX A

Procedural Description

The following activities are arranged in approximate chronological order. For exact timing, consult the Nominating Committee Workplan. Section numbers correspond to the section numbers in the “Functions” description above.

1.0 Recruitment of Nominees to Fill Board Vacancies

- 1.1** The Committee will determine upcoming vacancies on the Board and report vacancies at the February Board meeting
- 1.2** The Committee will determine the current needs of the Board for the coming year(s) and develop search criteria, taking into consideration the current Board members’ skills and experience, their interest in, knowledge of, or first-hand experience with the categories of services provided by the organization, as well as of the geographic area covered to achieve a Board representation that reflects the diversity of the organization and community and has the needed attributes to govern effectively.
- 1.3** The Committee will consider current Board members whose term is expiring and are eligible for election to another term. After determining if these Board members are eligible, interested in remaining on the Board and meet the selection criteria, they may be placed on the slate for re-election at the discretion of the Committee. The remaining vacancies will be filled through recruitment.
- 1.4** The Committee will advertise for, and recruit candidates, through a variety of advertising means. Board and staff will also be encouraged to contribute to this process by circulating the notice and by submitting names of people who might be interested. A cut-off date for expressions of interest will be part of the advertisement. (Applicants will receive preliminary contact from the Committee Chair or designate to determine if they meet the basic inclusion criteria). Potential candidates will receive: an information package (including the application and membership forms, the consensus decision-making document and notice that the Board attempts to reduce travel time/costs through changes in meeting locations and through the appropriate use of technology), a suggestion to visit the ConnectWell website and an invitation to attend a Board and/or committee meeting as a guest.

2.0 Selection of Candidates

- 2.1** The Committee will assess the candidates to determine which are best suited to fill the needs of the Board as identified by the needs assessment. Candidates will be screened using the following screening tools: personal reference checks; biographical, skills and interests data collected through the application form; and interview/conversation with the interview team comprised of

the Chief Executive Officer, the Chair of the Committee and the Chair of the Board or designates. The Committee will review the recommendations of the interview team and determine the election slate for approval.

- 2.2 The Chair of the Committee will take the agreed slate of candidates to the Board for final approval.
 - 2.3 Upon Board approval of the slate, the Chair of the Committee or designate will communicate with all candidates and ensure the completion of the following: 'Consent to Nominate' Form; Membership form; Criminal Reference Check, Board Member Code of Conduct, and biographical statement to be included in the AGM materials.
 - 2.4 The Committee Chair will ensure a list of approved candidates' and candidate biographical information is prepared for the Annual General Meeting and will bring these nominations forward for a vote of the membership.
- 3.0 Recruitment/Selection for Unplanned Board Vacancies**
- 3.1 In the event of a vacancy occurring during the Board year, the Board will decide if the position will be filled. In the event of a decision to fill the position, the Nominating Committee will be convened to make a recommendation to the Board on the appointment. This appointment will stand until the next Annual General Meeting. At that Annual General Meeting, the appointee may stand for election if interested and selected under the procedures outlined above.
- 4.0 Election of the Executive of the Board of Directors**
- 4.1 The Committee Chair will determine which of the current officers are eligible and interested in standing for re-election as officers (*) and will bring an open invitation to eligible Board Members to express interest in serving as officers.
 - 4.2 The Committee Chair will also individually canvass Board Members.
 - 4.3 At the Board meeting immediately following the AGM, the Nominating Committee Chair will preside over the election of officers. If an election is required, the candidates' biographies will be provided to all board members prior to this meeting. If they wish, candidates may give a brief presentation to the Board outlining their background and interest in the position. If an election is required, it will be held by secret ballot.
- 5.0 Selection of Chairs of Standing Committees of the Board**
- 5.1 The Committee Chair will determine which of the current committee Chairs are interested in continuing in the position and will bring an open invitation to all Board Members to express interest in serving as committee chairs.

- 5.2 The Committee Chair will also individually canvass Board Members and current community members.
- 5.3 If more than one person indicates interest in chairing a standing committee, the Committee chair will then consult with all current members of that committee regarding their preference for chair.
- 5.4 At the Board meeting immediately following the AGM, the Nominating Committee Chair will provide a complete list of all standing committees including the designated committee chairs, Directors who agree to continue on committees and the preferences for committee membership of the new Board Members.
- 5.5 The Board, in consideration of the needs of the Board, will approve the composition of all committees with the understanding that changes may be made as circumstances change.
- 6.0 **Recruitment of Board and Community Members for Standing Committees of the Board**
- 6.1 The Committee will consult with each Board member to determine their preferences for membership on standing committees. The Committee may ask Board members to switch committees to balance the committee membership in numbers or in skill sets or to foster experience in various aspects of the Board's work.
- 6.2 During the process of recruiting potential Board members the Committee will also recruit community members who are interested in serving on standing committees. Community membership on committees will be determined on an annual basis based on the needs of the Committee and the Board. All qualifications being equal, preference will be given to new applicants over long-standing applicants to provide opportunities for new community members to be involved on our board committees.
- 6.3 The Committee will recruit Board Members to assume roles as liaisons to such external organizations as determined to be required by the Board.

***Eligible candidates must meet the criteria set out in the [by-laws](#).**