

Nominations Committee Terms of Reference

1. Mandate

The Nominations Committee has two mandates:

- To provide the Board of Directors with recommendations for the membership of committees.
- To provide the Board of Directors with recommendations for the membership of the Board of Directors.

2. Membership

The Governance and Nominations Committee will consist of at least 3 members selected from the Board of Directors and its advisors. The Board of Directors will select one individual to sit as Chair of the Nominations Committee.

3. Eligibility

Members of the Board of Directors and board advisors are eligible to sit on the Governance and Nominations Committee.

4. Terms of Service

Committee members are appointed by the Board of Directors for a one-year term, to a maximum of three years, or as determined by the Board of Directors.

Each committee member has one vote. Where there is a tied vote, the Chair of the Nominations Committee will cast the deciding vote.

5. Roles and Responsibilities

Related to nominations, the committee is responsible for providing recommendations to the Board of Directors of individuals who are qualified to fill vacancies on committees and on the Board of Directors. Specifically, the committee will:

- Communicate with members and other stakeholders about Board and/or Committee vacancies.
- Receive and review candidate's applications, when applicable;
- Evaluate how candidates meet eligibility, skills and criteria requirements;
- Conduct interviews of candidates, as necessary;
- Present recommended candidates to the Board of Directors; and
- Ensure the integrity of elections, if needed, and appointments.

6. Meetings

The Nominations Committee members will meet as needed and upon the request of the Board of Directors.

Meetings will be held by video or teleconference or other such communication method that allows all participants equal access to communicate with one another.

A quorum of the majority of Nominations Committee members is required to execute the business of the committee.

7. Communications Protocol

The working language of the Nominations Committee will be English; however, all efforts will be made to ensure that members can contribute and participate in either English or French during discussions and meetings.

Unless approved by the Board of Directors, members of the Nominations Committee will not communicate the activities or decisions of the Governance and Nominations Committee publicly.

The Nominations Committee may conduct in-camera sessions during their meetings to discuss confidential matters.

8. Staff Resources

The Nominations Committee will be supported by the Executive Director or a designated staff member.

9. Expenses

Any financial expenditures required by the committee will require pre-approval by the Board. Committee members may be reimbursed for any direct out-of-pocket pre-approved expenses related to participation in meetings, in accordance with CCA/NAAB expense guidelines.

10. Amendment, Modification or Variation

This Terms of Reference may be amended, varied or modified through a motion from the Board of Directors.