

Nominating Committee Terms of Reference

Mandate

The mandate of the Nominating Committee (the "Committee") is to assist the Board of Directors in fulfilling its oversight responsibilities in pursuing effective renewal, nominations, selection and elections processes for the Board of Directors; Board committees, sub-committees, task forces and working groups; representatives on external boards and committees; and other Board entities.

The Committee is a standing committee of, and reports to, the Board of Directors.

Composition

The Nominating Committee shall be recruited, selected, and approved annually by the Board of Directors through a Selection Committee (see policy on the Committees of the Board of Directors). The Nominating Committee consists of:

- Six Certified Members, one representing each of the OACETT regions, (Western, Horseshoe, Toronto, Central, Eastern and Northern), who shall not also be a member of the Board of Directors, another Board committee, or another Board entity.
- The Board of Directors immediate Past President.

At least one member of the Committee will have, to the extent feasible, background and experience in Human Resources.

Committee members shall be recruited and will serve in a manner that supports knowledge succession, and succession planning will observe staggered terms.

If a member of the Committee is nominated and intends to become a candidate for a Board of Directors role or office, or another Board of Directors committee, that member shall declare a conflict of interest and recuse themselves from the Committee. The Board of Directors will recruit, select and approve an appropriate replacement.

Chair of the Committee

- The Chair of the Committee is the immediate Past President of the Board of Directors.
- The Chair may delegate their role to another member of the Nominating Committee when unavailable.

- The Past President will act as Committee Chair for two years. In the event that the Past President is unable to serve in this capacity, the Board of Directors will appoint an alternate chair from among its members.

Authority

- The Committee may initiate investigations or studies of matters that reflect on nomination and elections issues of OACETT, or such other matters as deemed appropriate by the Board of Directors.
- The Committee may obtain expertise and assistance from outside Human Resource, Governance or other third-party advisors as required to assist in the execution of Nominating Committee responsibilities. Use of these services, along with associated costs and contractual obligations shall be reported to the Board of Directors periodically.
- The Committee shall act within budget requirements established by the Board. The budget for projected activities for the following year's Nominating Committee shall be submitted as required to the Board of Directors.
- The Committee shall ensure that a file is kept by the Secretary of the Association for record keeping. This file should contain correspondence to candidates, candidates' literature, reports on the election process, and any other material relevant to the election process.

Decisions & Voting

- Nominating Committee decisions are made by a simple majority vote of the members present at a meeting of the Nominating Committee that has achieved quorum.
- Each member of the Nominating Committee has one vote with the Chair casting a vote only in the case of a tie.

Duties & Responsibilities

- The Committee shall conduct activities to determine the eligibility of and recommend candidates for Board of Directors positions; committees, sub-committees, task forces and working groups; and external Boards and committees on which OACETT has representation.
- The Committee shall submit a report to the Board of Directors on all elections activities.
- The Committee shall be familiar with all By-laws and policies regarding succession, nominations and elections, and shall review the elections report of the previous term, and other documents relating to the exercise of its duties.

- The Committee shall submit to the Board of Directors for approval and implement a process that is structured, transparent, and objective for actively recruiting, evaluating, and recommending qualified, diverse candidates for election to the Board of Directors. This process will include Board of Directors and Committee Profiles which consider representation based on demographics, regions and competencies. These Profiles will be reviewed every two years and changes will be approved by the Board of Directors.
- The Committee will consider the demographic mix, regional representation, and the mix of competencies as determined in the Board of Directors and Committee Profiles in composing its list of candidates for recommendation to the Board of Directors, as well as for the recommended slate for the Board of Directors that is proposed to the members.
- The Committee shall appoint a Returning Officer for the election of the President-Elect and the Member Engagement and Services Committee. The Returning Officer shall be a Certified Member in good standing who is not a Board member or member of any Board committee.
- The Committee shall review its processes on a regular basis and recommend improvements to the Board of Directors.
- The Committee shall carry out such other duties to fulfil its mandate and duties as may be delegated by the Board of Directors.
- Notwithstanding any other provision in these terms of reference, in the event of a mid-term vacancy arising on any of the Board committees with the exception of the Member Engagement and Services Committee (MESC), the Nominating Committee shall be entitled to recommend any candidate to fill such vacancy without undertaking the recruitment processes defined in the election and committee policies for the bi-annual governance transition, with preference being given to highly rated candidates not recommended during the initial recruitment process. The Nominating Committee may also recommend leaving a position vacant if there is less than 50% of the term remaining, as long as quorum and the effective functioning of the governance entity is not adversely affected.
- For any mid-term vacancy on the MESC, a by-election as prescribed in Elections Policy GP403 will be conducted in order to preserve the representative nature of this committee. For MESC, if there is less than 50% of the term remaining, the elected candidate will serve the remainder of the existing term and will continue to serve the full subsequent two-year term, for ease of continuity.

Other Responsibilities

- The Committee may identify members or volunteers for leadership development in the interest of succession planning. The Committee will take into account demographic, regional and competencies considerations.

Review of Terms of Reference

To be reviewed annually by the Nominating Committee and every five years by the Board of Directors.