

NOMINATING COMMITTEE

TERMS OF REFERENCE

1. Composition and Meetings

- (a) The Nominating Committee (“Committee”) shall be a standing committee consisting of a minimum of three and a maximum of five directors, members or advisors.
- (b) A member of the Committee who is standing for election must declare a conflict of interest and not be present at the Committee when their nomination is being discussed.
- (c) The Committee will have a Chair and a Secretary who will be selected by the Committee members.
- (d) Meetings will normally be called by the Chair of the Committee but meetings may be called by any Committee member. The Committee will meet as required.
- (e) Notice of all meetings will be provided with a minimum of three days’ notice to all Committee members, although Committee members may waive the requirement for notice.
- (f) Quorum for a meeting is a majority of Committee members.
- (g) Meetings may be held in person, by telephone conference or by other electronic means providing all persons attending can communicate effectively.
- (h) The Committee shall regularly report to the Board of Directors.
- (i) Minutes shall be kept of meetings of the Committee.

2. Duties and Functions

- (a) The Committee shall:
 - at least annually, review the requirements for nomination, and refer any recommended changes to the Board for approval prior to a nominations package being sent to the membership.
 - assess skills, etc. needed by the board to perform its internal functions and business plan.
 - implement steps for recruitment of qualified and committed members who have these skills and are willing to serve. (See #3. Below for details)
 - monitor requirements for succession planning.
 - review nominations to prepare a recommended list of possible candidates for election.
 - present this list to the Board at least two days prior to the Meeting of Members at which the election will be held.
 - perform such other duties as may, from time to time, be assigned to the Committee by the Board of Directors.

3. Recruitment

- (a) GBNA considers the recruitment of leadership as a vital, on-going, year-round activity. All members should be aware of the importance of having skilled and committed directors, officers, committee chairs, advisors, etc. on board to serve the purpose and goals of GBNA.
- (b) Purposeful recruitment will assist GBNA in:
- better reflecting the diversity of our community
 - creating new opportunities for others to offer different perspectives
 - provide opportunities for succession planning
 - provide the balance of board member qualities to meet GBNA goals
 - assure the retention of required expertise and experience
- (c) All members and participants in GBNA are encouraged to be aware of potential leaders for a variety of roles within GBNA. When considering possible nominees for positions, it is important to consider the following qualities the individual may possess:
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| • level of interest in GBNA goals | • good judgement |
| • special skills and background | • respect for others |
| • ability to communicate | • sense of a wider community |
| • level of commitment | • sense of integrity |
- (d) The following steps are a guideline for how recruitment and nomination of board members takes place:
1. Current GBNA member recognizes a potential candidate for nomination based on meeting many of the above qualities.
 2. The member is encouraged to provide the candidate's name to the Nominating Committee (nominations may also be submitted to the Secretary of GBNA in accordance with the By-laws).
 3. The Nominating Committee reviews the candidate's eligibility under GBNA's bylaw, and matches candidate's skills and qualities against current leadership requirements.
 4. Nominating Committee makes recommendation for approaching the potential candidate to ask for willingness to stand for nomination.
 5. Nominator and nominee complete the "Nomination Form", and submit the form to the Secretary of GBNA by a specified date (based on the date of the AGM or Special Meeting).
 6. Nominating Committee prepares a recommended list of possible nominees to be elected at the Annual Meeting and provides the list to the Board of directors.
 7. The Board of Directors, after considering the list of possible Board candidates recommended by the Nominating Committee, may provide a list of recommended candidates to the meeting of members at which the election will take place.
 8. Candidates elected by the members are welcomed to the Board by the President.
 9. Unsuccessful candidates (if any) are approached and encouraged to fill other roles within GBNA.