

Nominating Sub-Committee
Terms of Reference
(Revised Feb 2017)

PURPOSE: The Nominating Sub-Committee falls under the purview of the Governance Committee. The Sub-Committee oversees the recruitment of candidates for election to the Board, and the election of Officers of the Corporation.

FUNCTIONS:

1.0 Recruitment of Nominees to Fill Board Vacancies

- 1.1 In January of each year, the Nominating Sub-Committee chair will determine upcoming vacancies.
- 1.2 In February, the Sub-Committee will make a needs assessment for the next Board year and search criteria will be developed. In order to ensure equitable representation from all Parts, Board Members will be recruited to ensure that there are at least two members who have a particular interest in, knowledge of, or first-hand experience with, each particular Part of the Organization (and the geography and/or populations served by that Part). Currently, LRHCS is comprised of three Parts – Lanark Community Programs, North Lanark Community Health Centre and the Whitewater Bromley Community Health Centre. Regardless of where Board members reside, all Board Members will be expected to act in the best interests of the Organization as a whole (i.e. not representational governance).
- 1.3 In March the Nominating Sub-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 at the discretion of the Nominating Sub-Committee. The remaining vacancies will be filled as per paragraphs 1.4 and 1.5.
- 1.4 In March and April, the Nominating Sub-Committee will advertise for, and recruit candidates, through a variety of means. Board and staff will be encouraged to contribute to this process by circulating the notice and by submitting names of people who might be interested. A cutoff date for expressions of interest will be part of the advertisement. Potential candidates will receive: an information package (including the application and membership forms, 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 websites of the parts of LRHCS; an invitation to observe a Board and/or committee meeting; and a preliminary contact from the Nominating Sub-Committee Chair or delegate, to determine if each potential candidate meets basic criteria.

2.0 Candidate Selection

- 2.1 In April and May the Nominating Sub-Committee will assess those candidates who meet the basic criteria. They will determine which candidates are best suited to fill the needs of the Board as identified by the needs assessment. Potential 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 Executive Director, the Chair of the Nominating Sub-Committee and the Chair of the Board or designates. The Nominating Sub-Committee will meet to make the determination of the slate to present for election.
- 2.2 The Chair of the Nominating Sub-Committee will take the slate of candidates to the Governance Committee for approval.

- 2.3 Upon approval of the slate, the Chair of the Nominating Sub-Committee or delegate will communicate with all candidates and ensure the completion of the following: 'Consent to Nominate' Form; Membership form; Criminal Reference Check, Statement Respecting Confidentiality, and biographical statement to be included in the AGM materials.
- 2.4 The Nominating Sub-Committee Chair will ensure a list of 'Nominated Candidates' and candidate information is prepared for the Annual General Meeting.
- 2.5 The Nominating Sub-Committee Chair will bring these nominations forward for a vote of the membership at the Annual General Meeting.
- 2.6 In the event of a vacancy occurring during the Board year, the Board will decide if the position will be filled or not. In the event of a decision to fill the position, the Nominating Sub-Committee will be convened to make a recommendation 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 selected under the procedures outlined above.

3.0 Election of the Executive of the Board of Directors

- 3.1 At the March Board meeting, the Nominating Sub-Committee Chair will determine which of the current officers are eligible and interested in standing for re-election as officers (*) and will also bring an open invitation to eligible Board members to express interest in serving as officers.
- 3.2 If vacancies still exist, the Nominating Sub-Committee Chair will individually canvass members.
- 3.3 At the May Board Affairs meeting, the chair of the Nominating Sub-Committee will provide a list of those prepared to serve as officers.
- 3.4 At the Board meeting immediately following the AGM, the Nominating Sub-Committee Chair will preside over the election of officers. If an election is required, candidate's biography will be provided to all board members prior to this meeting. Candidates may, if they wish, 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.

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

4.0 Nominating Sub-Committee Membership:

- 4.1 The Governance Committee selects the Nominating Sub-Committee Chair in January. The Chair of the Nominating Sub-Committee shall be a Director and/or a past-Chair and shall be, or shall become, a member of the Governance Committee. The Chair of the Nominating Sub-Committee should have served on the Nominating Sub-Committee or have experience with the nominating process;

At the January Board meeting, the Chair of the Governance Committee will invite interest from members of the Board to participate in the work of the Nominating Sub-Committee. The Chair of the Nominating Sub-Committee will form the Sub-Committee and the Governance Committee will approve the composition. The Sub-Committee should consist of the following: Chair of the Nominating Sub-Committee; the Chair of the Board, a minimum of 1 other Board Director; the Executive Director or designate; the Director of LCP or designate, and a Staff Resource. The NSC Chair will add committee members if needed to ensure there is representation from all Parts of the Organization.