

COMMUNITY FUTURES DEVELOPMENT CORPORATION OF CENTRAL ISLAND

POLICY NAME: Terms of Reference for the Nominating Committee

POLICY NUMBER: 5.1

COMMITTEE ROLE:

The role of the committee is to present a list of volunteers willing to serve upcoming vacant Board of Director positions prior to the Annual General Meeting (AGM) of the Corporation as well as providing candidates for positions on various CFDC committees.

ACTIVITIES:

The Nominating Committee shall:

1. 3-6 months prior to the AGM, the Board shall identify vacant positions requiring posting for election, either through the term of office expiring or a position being vacated prior to term conclusion.
2. Ensure the Governance Committee's Board Skills Matrix is current indicating deficiencies in Board skills requirements, and use these findings to enhance the search for appropriate candidates.
3. Prepare, review and revise position descriptions for Board vacancies
4. 2-3 months prior to the AGM discuss with the Board potential replacements for each position that have the pre-requisite skill set.
5. Prioritize a candidate list, and identify who is to contact the candidate for each position and establish a timeframe for reporting back to the chair.
6. Provide an information kit outlining the corporation and the position to be filled. This shall include, and not be restricted to, the position description, a brief overview of association, the current list of Directors, the CFDC Code of Conduct, the CFDC Conflict of Interest Policy, and an outline of the Director's insurance coverage.
7. Make personal contact with each candidate, and if they are interested, provide them with the information kit.
8. Follow-up with a personal contact to confirm the candidate's continued interest and advise the Chair of such.
9. Continue the process until interest is received for all positions.
10. Inform candidates that a resume and/or CV are required.
11. Inform candidates that an interview with the Nominating Committee may be necessary and arrange for a participating interview panel of no less than 2 Directors.

12. Have the candidates determine if they are able to abide by the Code of Conduct, and the Conflict of Interest Policy. The NC may also wish to advise them of family business involvement as per audit requirements.
13. Advise successful candidates of the date of the upcoming AGM, and that they will be required to offer their names for the election process.
14. Advise the Board of the list of candidates that have agreed to let their name stand at the AGM . The Board shall be advised of any outstanding vacancies and further process to fill them.
15. Let names stand at the AGM along with any nominations from the floor.

WORKING RELATIONSHIPS:

The Committee will liaise and work closely with the Chair, Executive Director, and other Committees and staff as appropriate in carrying out its mandate.

MEMBERSHIP:

The Chair of the Nominating Committee shall be determined by the Board. Chairs of the other Committees shall participate. Other Directors, as the NC Chair sees fit, may participate.

RESOURCES:

The Committee may request the attendance of staff as necessary. Any expenditures arising from the Committee's work must be funded from the existing budget, with the concurrence of the Executive Director and Chair, or brought to the Board for approval.

CHAIR RESPONSIBILITIES:

- Provides leadership to the Committee, facilitates meetings and liaises with committee members and CFCI staff as needed;
- Ensures appropriate coordination of Committee affairs, including preparation of the agendas, minutes and decision records;
- Acts as the principal liaison between the Committee and the Board, reporting to the Board on Committee activities and recommendations.

MEETINGS:

Meetings will be at the call of the chair. Whenever possible, an agenda and related documentation will be sent to members at least three calendar days in advance of the meeting.

A quorum shall consist of a majority of the members appointed.

DELIVERABLES:

- Periodic review of Board succession planning
- Recommendations for new candidates for either Board or Committee roles

- Monitoring of candidates accepting Committee positions with the intent of training them for future Board positions
- Other duties as determined by the Board.

AUTHORITY:

The Committee has authority to request information pertinent to the committee's scope of interest and to initiate staff projects as needed, in consultation with the Executive Director and without prejudicing work priorities.

Created and recommended by the Governance Committee: Aug 10, 2012

Approved by the Board: August 23, 2012

Reviewed:

Revised: