

TERMS OF REFERENCE

NOMINATING COMMITTEE

PURPOSE:

To serve as an advisory body regarding nominations for candidates for the Board of Directors of the Ontario Co-operative Association. The goals of the committee's work are to recruit for identified competencies, knowledge and representation required by the Board of Directors and to ensure that qualified candidates are nominated to fill the number of board positions available.

**COMPOSITION
& TERM:**

Prior to each Annual General Members meeting of the Co-operative, the Board will appoint a minimum of two board members who are not seeking re-election at the upcoming Annual General Members meeting, one of whom to serve as committee chair, up to two other representatives from the voting membership of OCA and one OCA staff member, to serve as a nominating committee.

AUTHORITY:

The Committee has the authority to hold meetings and present recommendations to the Board in support of the Committee's purpose. The Committee will work within an approved budget and will be accountable to the Board.

**DUTIES AND
RESPONSIBILITIES:**

This committee will be charged with recruiting qualified and competent candidates who are willing to stand for election, at a minimum, for each directorate position becoming vacant. In seeking qualified candidates, the nominating committee will consider the following factors:

- i. geographic representation;
 - ii. sectoral representation of the Members;
 - iii. the diversity of Members; and
 - iv. Board composition
- (a) Poll eligible directors whose terms are expiring for their intentions to see re-election.
 - (b) Review a Board succession planning and skills assessment document for Board positions and recruit accordingly.
 - (c) Recruit candidates to support the skills and competencies required.
 - (d) Ensure relevant communication to all members, regarding the nomination process and elections for the Board of Directors.
 - (e) Interview potential candidates who are interested in running for the Board of Directors. Explain roles, responsibilities, qualifications and expectations of a Board member.

- (f) Prepare and recommend to the Board of Directors a list of qualified candidates for Board elections one month prior to the annual general meeting to at least fill the minimum number of vacancies.
- (g) It is not required that the committee seek more candidates than vacancies.

ORGANIZATION:

The committee appoints a Chair and Recording Secretary. The Chair is responsible for the delivery of reports to the Corporate Secretary for presentation to the board of directors.

Reviewed and approved by the Board of Directors – March 19, 2007

Reviewed and updated by the Nominating Committee April 11, 2014

Reviewed and approved by the Board of Directors – May 28, 2014

Reviewed and approved by the Board of Directors – September 9, 2014

Reviewed and approved by the Nominating Committee – May 25, 2018

Reviewed by the Board of Directors – June 25, 2018.