

## **NOMINATING COMMITTEE TERMS OF REFERENCE**

### **PRINCIPLE**

The Nominating Committee provides leadership in succession planning for the Board.

### **PURPOSE**

The Nominating Committee is responsible for ensuring, on a continuing basis, that the Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the CIHC.

### **RESPONSIBILITIES**

The Committee will perform the following key duties:

- Determine recruitment needs by evaluating the Board's skills and experience using the Board Skills and Attributes Matrix
- Develop a Call for Nominations outlining specific skills and experience desired as identified through the Board Skills and Attributes Matrix
- Report findings to the Board for information
- Seek, identify and recruit qualified individuals to stand for election as Directors as per the Nominations and Election policy
- Review nomination applications against skills/needs identified and create a short-list to be interviewed
- Create a list of recommended candidates who best meet the needs of the organization and communicate this back to candidates and to members.
- Where appropriate, identify individuals for future nomination as Directors and maintain this inventory for future engagement opportunities.
- Carry out these duties in a manner that encourages a long-term view of CIHC's governance needs, as well as Board succession planning.
- Annually review the Board Skills and Attributes Matrix to ensure its categories capture relevant skills and diversity that will support CIHC to achieve its vision and strategic plan
- Such additional duties as may be delegated to the Committee by the Board from time to time.

### **ACCOUNTABILITY**

The Committee is accountable to the Board.

### **MEMBERSHIP**

There shall be five (5) members on the Committee, comprised of:

- two Directors
- two members, and
- a past Chair of the CIHC Board where possible. Where no past Chair is willing or able to join the Committee,
  - an individual who has been a Director on the CIHC Board in the past, but is not currently a Director
  - or, where no past Director another current Director

No member of the Nominating Committee may be seeking office in the upcoming election.

The Board will appoint the Nominating Committee not less than 6 months before the Annual meeting.

### **TERM**

One year, renewable to a maximum of three consecutive terms.

### **FREQUENCY OF MEETINGS**

Meetings will be held by telephone, videoconference or in person, as required, with meetings held at the call of the Chair of the Nominating Committee.