Governance and Nominating Committee

1.0   Purpose of the Committee

Based on the goals of the Board of Directors for a governing year, the committee will develop and implement an annual work plan for the improvement of the Board of Directors' good governance policies and practices, including recruitment, nominations and election process.

2.0   Responsibilities

- Review, provide guidance and/or recommend to the Board of Directors any and all governance policies and practices.
- Successfully complete approved annual work plan.
- Oversee the process for Board and Board committee assessments both for the full Board of Directors and individual members.
- Oversee the orientation and on-boarding process for the Board of Directors and, committee and council members.
- Review and recommend approval to the Board of Directors for all Board committee terms of reference.
- Oversee the review of the volunteer expense policy.
- Implement a governance review every 5 years.
- Research and recommend Board development topics related to good governance.
- Oversee and recommend changes to association by-laws as necessary.
- Monitor and recommend any policies for the Director recruitment, nomination and election process.
- Monitor, recommend any policies for the councils and Board committee recruitment, nomination and election process.
- Promote and secure, as required, Director candidates with desired diversity profiles.
- Monitor and recommend any processes for the President performance management system and annual performance review. The review will be conducted by the Officers.
- Appoint the Nomination sub-committee.

3.0   Accountability

The committee is accountable to the Board of Directors and will report through the Chair of the committee.

4.0   Committee composition

Up to 9 Committee members comprised of:

- A minimum of 4 Directors
- A minimum of 1 member from each sector
- A maximum of 2 COOs

The CCA President will be the staff liaison.

Membership criteria for the committee as a whole:

A member of the committee should:

1. Have an understanding of the not-for-profit sector and member-based associations.
2. Be committed to the governance process.
3. Have knowledge, skills and competency of good governance practices.
4. Have availability for expected time commitment.

5.0 Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The committee Chair shall not have a vote except in the case of a tie. (Where the Chair is also the Chair of the CCA, the Chair shall have no vote, as per CCA's by-laws)

No committee member shall be entitled to vote by proxy.

6.0 Quorum

A quorum shall consist of more than 50% of the voting membership of the committee.

7.0 Meeting frequency

The committee will meet at a minimum of twice per year, virtually.