



NOMINATING COMMITTEE: TERMS OF REFERENCE

1. Purpose

The Nominating Committee is a standing committee of the Board. The role of the committee is to assist in preparing an effective succession plan for the Board of Directors by providing advice and recommendations to the Board for appointment of new Directors, and for their subsequent orientation.

2. Objectives

- a. To confirm annually with Directors that they are able to complete their term of office;
- b. To review and analyze Board composition in order to identify gaps for Board member recruitment;
- c. To recommend extensions of Board member terms;
- d. With the assistance of the Board, to source potential Board member recruits for consideration by the Board;
- e. To plan and conduct an orientation for new Board members.

3. Membership

The Committee will be comprised of, at minimum, three members of the Board including the Chair.

4. Frequency of Meetings

As needed.

5. Quorum

Recommendations of the Committee must be unanimous. All must be present, either in person, electronically or by proxy.

Approved by the Board: May 28, 2019

Review Date: At a minimum, every three years