

# Terms of Reference: NOMINATING COMMITTEE

### Mission

Owl Child Care provides a nurturing, play-based early learning environment to support each child in realizing their potential while giving families peace of mind.

#### Intent

To ensure effective succession of qualified individuals as part of the elections process by presenting a slate of nominees for election of directors and officers to Owl's Board. These include: president, president-elect, treasurer, secretary and directors of the Board.

To ensure adequate and relevant orientation of new Board members and on-going development and training for all members of the Board.

**Accountability** to the Board of Directors

### **RESPONSIBILITIES**

### Planning and Reporting

- 1. Develop an annual committee work plan for the following fiscal year and forward to the Board for approval in conjunction with the annual budget.
- 2. Chairperson, in consultation with staff members of the committee, to prepare the agenda on the approved template and send with supporting documents to the committee a minimum of 1 week prior to each committee meeting.
- 3. Appoint a committee member to record the minutes of all committee meetings and to forward the minutes to the Chair and Executive Director within 1 week of the meeting. Meeting minutes will be forwarded to the Board as your report.

#### Protect...in the Interest of Members

- 4. Actively recruit qualified individuals to serve on the Board and/or Board committees as required, per the procedures outlined in Appendix A.
- 5. Implement the election process as outlined in our By-Laws and governance policies.
- 6. Develop and maintain a formal succession plan for all officer positions, directors and committee members. Update the list of standing appointees when required.

### Connect...for Healthy Board Relations

7. Ensure on-going Board development and training, which will include – but is not limited to - orientation, evaluation, improvement of process, governance. Develop an annual board development/training plan and budget by the specified deadline for the following fiscal year and recommend to the Board for approval.

Approved: 05 05 2010; revised 01 04 2011; 02 05 2013



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### Reflect...on Organizational Performance

- 8. Annually in May, review outcomes from the Nominating Committee's annual work plan and the duties outlined in the Terms of Reference. Submit recommendations to the Board for future consideration.
- 9. Engage the Board in a regular evaluation process on Board effectiveness and individual evaluations of Board directors. Following the evaluation process, propose action plans for Board consideration.

### **Term**

- Members of the Nominating Committee will serve for a term of one (1) year, between each Annual General Meeting, and may be reappointed to a maximum of three (3) years.
- No member of the Nominating Committee may be sitting for election at the time of service.

### **Committee Membership:**

- One Director of the Board will be appointed Chairperson
- Three (3) to Five (5) committee members will be selected for their individual and collective expertise in competency/skill assessment, board development and/or adult education.
- Executive Director (voice, no vote)
  - The Executive Director will not be directly involved in recruitment and selection of Board Directors or Officers.

Reviewed & Approved by the Board of Directors:	
President, Board of Directors	Date
Executive Director	Date

# Owl Child Care Services of Ontario

### NOMINATING COMMITTEE

Appendix A:

Recruitment and Selections Process

The following procedures outline the annual recruitment and selections process to be conducted prior to an Annual General Meeting or when there is a vacancy mid-term due to a director resignation.

- 1. Regularly confer with Board directors and committee chairs to identify upcoming vacancies that require succession planning.
- 2. Conduct a competency/skill assessment of current Board directors and committee members prior to active recruitment for new members.
- 3. With the support of the executive director, actively recruit qualified individuals to serve on the Board and/or Board committees as required, including such processes as advertising, identification of potential candidates based on the competencies required and targeted solicitation of appropriate candidates.
- 4. With the support of the executive director, receive and acknowledge receipt of applications. Maintain a candidate resource pool including previous applicants and referrals.
- 5. Screen, interview and assess potential candidates based on the Board approved position descriptions and required skill sets. Endeavour to reflect the population in terms of centre representation. Create a short list of applicants, if necessary.
- 6. Prepare a slate of nominee(s) for each position that is open for election, or appointment due to a vacancy mid-term.
- 7. Prepare candidate bios to introduce nominees to the Board for election or appointment.
  - a. When filling positions mid-term, work with the executive director to invite potential candidates to attend a board meeting for observation and seek confirmation of their desire to become a board director and/or committee member. Ensure all documentation regarding confidentiality and conflict of interest is signed and on file prior to releasing agenda support materials to potential candidates.
- 8. Prior to the AGM, prepare the official Board Recommended Slate of Nominees for board approval at least one month prior to the AGM.
  - a. If there are more candidates than vacant positions, work with the executive director to implement a fair and equitable voting process following the requirements of Owl's by-laws and any governing policies.
  - b. At the AGM, present the Board Recommended Slate of Nominees for ratification by the members.
- 9. At the first meeting after the AGM or from time to time as the need arises, seek

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Appendix A:

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nominations from the Board for positions of President, President-elect, Treasurer and Secretary from which the members of the Board will appoint to said positions on the Board.

- a. If there is more than one candidate for such position, conduct a fair and equitable appointment process with the Board.
- b. Confirm the appointment of these officers with the executive director for filing with the Government of Ontario and notification to the members.