Terms of Reference	**1.03**
Committee: Nominating	
ISSUING AUTHORITY:	**Community Foundation of Portage and District Inc.**
APPROVED: May 21 2013	
LAST REVIEWED: October 6, 2022	
NEXT REVIEW: October 2025	

The Nominating Committee is a standing sub-committee of the Governance Committee. Its purpose is to present a slate of candidates for election or selection to the Board and Executive, for approval at the last regular Board meeting of the yearly cycle in the month of June.

Membership

- The committee is to consist of an Executive Member and two Board member selected from and by the remainder of the Board. The Executive Director may attend committee meetings as an ex-officio non-voting member.
- The Foundation Board formally appoints the committee Board members and approves the chair of the committee. The chair of the committee shall be selected in consultation with the Chair, committee members and the Executive Director.

Term of Office

- One-year term, reviewed annually by the nominating committee. Terms will be reviewed/renewed based on the individual's expertise, skill set & experience in this individual area. Turnover of committee member(s) is to occur in a fashion that maximizes corporate memory.

Role and Responsibilities

- Maintain a list of potential candidates as well as their background information, who possess skill sets desired and required by the Foundation in fulfilling its mandate.
- Ensure the candidates understand and agree with the vision, mission, and values of the Foundation.
- Ensure the candidates are aware of all of their responsibilities as Board members including that of time commitment.
- Ensure the list of candidates represent the Community as a whole and is balanced as to gender, area representation and diversity.
- Nominate a Board member for the Executive Committee, to enter the cycle as Vice-Chair.
- Maintain the number of members on the Board according to the By-laws.

- Advise the Board from time to time if vacancies appear on the Board or Executive between the yearly elections and what actions may be required as a result.
- Provide advice to the Board if there is need for the removal of a Board member during the Board member's term for non-performance or other good cause.
- Provide the Board with a slate of candidates for Committee chairs and membership of those committees for approval at the first regular meeting of the next cycle, in the month of September. The committee members may include volunteers who are not Board members but who bring valuable expertise and knowledge to the Foundation. These "community" volunteers shall be expected to follow the same rules of conduct as if they were Board members (versus volunteers who simply help at events etc.).
- To review on a three-year cycle and develop/revise as needed, terms of reference and policies required to fulfil the committee's mandate, and report the recommendations to the Governance Committee.

Reporting

- The committee reports to the Governance Committee but is ultimately responsible to the Foundation Board.
- Committee reports must be made in a timely fashion.
- Items that must be brought to the attention of the Foundation Board include:
    a) Any matter of policy, or of a substantive nature, which may affect the rights and privileges of the Board as a whole.
    b~~) Decisions outside the Committee's stated terms of reference~~.
    c) Any other matter in which the chair desires Board consideration that cannot be resolved by the Governance Committee.

Meetings

- Meetings are to be held on an ad-hoc basis, upon the call and discretion of the chair.
- A quorum shall be the presence of three voting members of the committee.