



<b>Terms of Reference</b>	<b>1.03</b>
<b>Committee:</b>	<b>Nominating</b>
<b>ISSUING AUTHORITY:</b>	<b>Community Foundation of Portage and District Inc.</b>
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<b>APPROVED:</b>	<b>May 21, 2013</b>
<b>LAST REVIEWED:</b>	<b>April 2025</b>
<b>NEXT REVIEW:</b>	<b>April 2028</b>

The Nominating Committee is a standing committee. Its purpose is to present a slate of candidates for election or selection to the Board 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 members selected by the Executive Committee and approved by the Board. The Executive Director may attend committee meetings as an ex-officio non-voting member.

**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.

**Duties 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 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.

- 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:

- Any matter of policy, or of a substantive nature, which may affect the rights and privileges of the Board as a whole.
- 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.

**Reference:** TOR 1.01 Executive Committee