



History of Amendments	
March 2021	[Approved]

Any capitalized terms used and not defined in these Terms of Reference shall have the meanings given to them in the by-law relating generally to the conduct of the affairs of Ontario Chiropractic Association as may be amended from time to time (the “By-Law”).

Overview

The Nominating Committee is a committee of the board of directors of the Corporation (the “Board”). The role of the Nominating Committee is to develop appropriate processes and follow these processes to recruit and evaluate candidates for positions on the Board with a view to nominating candidates whose mix of skills and experience is the most likely to benefit the Corporation.

Responsibilities

The Nominating Committee is advisory only. The responsibilities of the Nominating Committee are to, annually and from time to time as required:

- undertake a process to determine the skills required by the Corporation;
- solicit candidates for election as directors;
- evaluate candidates for election as directors (including candidates who are also incumbent directors) using the process undertaken with a view to nominate directors to the Board whose mix of skills and experience is the most likely to benefit the Corporation;
- evaluate the nominations process contained in Section 25 of the By-Law and make recommendations to the Board on improving the nominations process; and
- carry out such other duties as are assigned to the Nominating Committee by the Board.

The Nominating Committee shall report to the Board.

1. Frequency of Meetings and Manner of Call

At the call of the chair of the Committee.

For the duration of the COVID-19 pandemic in Ontario, this committee is expected to meet virtually.



2. Composition of the Nominating Committee

The Nominating Committee shall be composed of 5 individuals as follows:

- 2 directors of the Corporation; and
- 3 members of the Corporation who are not directors of the Corporation.

The individuals serving on the Nominating Committee shall be appointed by the Board. Such individuals shall serve at the pleasure of the Board and may be removed at any time by the Board.

The Board shall appoint the chair of the Nominating Committee. The chair must be a director.

3. Staff Liaison

The Chief Executive Officer of the Association and/or other parties as may be deemed appropriate by the Committee will attend meetings of the Committee.

4. Guests OCA

The Chief Executive Officer or their designate and the Chair of the Board or their designate and other parties as may be deemed appropriate by the Committee each have a right to attend all meetings of the Nominating Committee, but shall not have any right to vote thereat.

From time to time the Nominating Committee may invite others to attend all or a portion of the meetings.

5. Quorum

Quorum shall be a majority of the individuals serving on the Nominating Committee.

6. Resources

The CEO or their designate shall be the primary resource to the Nominating Committee, shall cause all minutes of the Nominating Committee to be taken and agendas to be prepared, and shall coordinate additional resources as required to support the mandate of the Nominating Committee.

7. Nominations Report

The nominations report shall:

- describe the nominations process undertaken by the Nominating Committee;
- list prospective directors and proposed term lengths;
- provide a brief description of the nominees' skills and experience; and
- provide the reasons for recommending the nominees.



8. Reporting

Recommendations of the Nominating Committee shall be made and the nominations report shall be submitted to the Board.

Minutes of the meetings of the Nominating Committee shall be distributed to the Board.

9. Procedures

The Nominating Committee shall be empowered to establish its own procedures, processes, role descriptions and subcommittees, so long as such procedures, processes, role descriptions and subcommittees are consistent with the By-Law and these Terms of Reference.

The Nominating Committee shall, from time to time, make recommendations to the Board of changes to these Terms of Reference, which changes shall not take effect until approved by the Board.