



**ALPINE CLUB  
OF CANADA**  
**CLUB ALPIN  
DU CANADA**

## Terms of Reference

### Nominations Committee (Standing Committee)

SEPTEMBER 2023

The Nominations Committee of the Board of Directors will have the oversight responsibility, authority, and specific duties as described below:

#### Purpose and Responsibilities

The Nominating Committee will ensure that the Board and its committees are made up of members with appropriate skills, diverse backgrounds, and appropriate regional representation, is driven by the strategic priorities of the Club and ensure that Board composition complies with the Club's By-Laws and Governance Policies from time to time.

Duties (*From the Alpine Club of Canada Bylaws Approved July 5th, 2023 Page 6*)

- a. Develop a statement of competencies (selection criteria) required in any forthcoming election which are to be approved by the Board Annually.
- b. Within 90 days of the conclusion of each annual general meeting, issue a call for nominations for any Director's position to be filled at the next following AGM, including the statement of competencies that has been prepared, and establishing the form and content required for any nomination to be considered and specifying that all nominations must be received by the committee no later than October 31 of that year;
- c. Review all nominations received, and determine who is qualified to be elected to the position, based on the competencies (selection criteria) required and such other information as the committee wishes to consider;
- d. By February 1 of each year, circulate to the membership a list of candidates for each position who, in the committee's view, are qualified for election, such list to include such number of names for each position as the committee determines;
- e. Where only one person is considered by the committee to be qualified for election to a specific position, that person declared acclaimed to that position, to take office at the next following annual general meeting; and
- f. carry out such other duties as directed by the Board.



## **Membership**

The Nominations Committee shall have 3 – 5 members. The Chair of the Nominations Committee will be appointed by the President. Nominations Committee members may not stand for election.

## **Selection of Committee Members**

Applicants to join the Committee will be interviewed by the Committee Chair, who will make a recommendation to Committee members. The Chair will then make the final determination of Committee members.

## **Terms of Office**

For all members of the Nominations Committee terms of office shall be three years , co-incident with the term of the President, with unlimited renewals. Renewal of committee members shall be conditional upon their performance, willingness and availability to serve.

The terms of the Committee members shall commence thirty (30) days after they are appointed, or sooner if desired by the Board.

The terms of the Committee shall come to an end thirty (30) days after their term ends, or sooner if desired by the Board.

Committee members can be removed with approval of the Board of Directors, on the recommendation of the Committee Chair. The Chair of the Committee can be removed by the Board of Directors on the recommendation of the majority of Committee members.

## **Committee Workplan**

The Nominations Committee shall document an annual work plan outlining the work it will undertake in the context of its duties and responsibilities.

## **Records and Committee Output**

The Nominations Committee shall report regularly (verbally or in writing) on its activities, recommendations and conclusions to the full Board in the context of the Committee's annual work plan.



## **Power and Authority**

The Nominations Committee shall not obligate the Club to any financial outlay, or to commit it to any contract, agreement or other arrangement unless specifically authorized to do so by the Board.

## **Quorum and procedures**

A majority of the members of the committee shall constitute a quorum at meetings.

Decisions are made by majority (50%+1) vote of the members with the chair having a vote and a tie breaking vote in the event of a tie.

In the Chair's absence or inability to act at a particular meeting, the Committee members will select another committee member to serve as Chair for the meeting.

Meetings to be held as required and, if necessary, by conference call; decisions may be made as a result of a telephone conference or other communications methods if all committee members present consent or if they do not by e-mail vote or by a show of hands at an in-person meeting.

Minutes of meetings will be taken and be approved at the next meeting of the Committee and will be available to the Board as needed or required by it.

## **Duties and Responsibilities**

The Board delegates the following responsibilities to the Nominations Committee, which acts in an advisory capacity to the Board on these matters:

1. To develop effective processes for the recruitment of candidates for the Board.
2. To oversee the call to candidates for the Board (largely handled by the Canmore office).
3. To recruit members using other means than one's staff use.
4. To review and interview applicants and ensure they are aligned with the Club's strategic priorities.
5. To present the membership a list of qualified applicants to the ACC Board.
6. To develop a Board member orientation program for new Board members.



## Tasks of the Committee

1. Reviews annually the composition of the Board to ensure an appropriate balance of Board Members in terms of:
  - a. Skills
  - b. Expertise
  - c. Attributes and abilities
2. Prepares an announcement requesting names for nominations for the Board positions
3. Identifies potential Board Member candidates and explores their interest and availability for Board Service and determines their qualifications and suitability in accordance with the Club's strategic plan, By-Laws and Governance Policies from time to time
4. Nominates individuals to be elected as Members of the Board
5. Takes the lead in Board Succession Planning
6. Designs and oversees a process of Board orientation.
7. Ensures that all required materials have been submitted by the submission deadline, validates all materials, and forwards the validated nominations to the Annual General Meeting.
8. Submits a copy of the list of nominees for the elected positions to each Member in accordance with the requirements of the bylaws of the Club from time to time.
9. Ensures that:
  - a. A candidate or candidates are identified for each elected position.
  - b. Where possible, ensures there is a minimum of three (3) qualified individuals of each gender
  - c. Assists the Board, where so directed by the Board, other Board committees (including itself) in recruiting candidates for Board Committees for appointment by the Board to the applicable Board committee.