

Board Nominating Committee Terms of Reference

G-12

LONG TITLE	CUSA Board of Directors Nominating Committee Terms of Reference	DATE OF ENACTMENT	28 February 2022
		LAST AMENDED	28 February 2022
REFERENCE No.	G-12	NEXT REVIEW	February 2023
CATEGORY	Governance	COMPETENT CHAMBER	Council

1) Objective

To ensure that the authority of nominating and selecting the Directors of the Board is shared between Council and the Board through a highly specialized committee. And to ensure that said allocation of authority promotes a system of checks and balances whereby a mix of democratically elected individuals from various bodies have the final say in the nomination of the Directors of the Board.

2) Board Nominating Committee

A. Mandate

- a. Coordinate promotion of Director postings.
- b. Develop interview questions, conduct interviews, and select a list of recommended candidates
- c. Provide a detailed recommendation of new Directors to Council for ratification, outlining specific skill-sets, experience, and education that qualify recommended candidates for the position.

B. Composition

- a. Voting members:
 - i. Board Chair, or if there is no Board Chair, the Speaker of Council or any elected official so designated by Council;
 - ii. One (1) outgoing CUSA Director, selected by lottery, or if there are no Directors, one (1) CUSA Councillor not seeking election in the same year, also selected by lottery;
 - iii. Two (2) CUSA Councillors not seeking election in the same year, selected by lottery; and

- iv. One (1) student-at-large, selected by lottery from all applicants.
- b. Resource:
 - i. One (1) CUSA Director Of Human Resources, or any senior staff member so responsible for human resources.

C. Terms of Service

- a. As per the Bylaws of CUSA adopted 6 December 2021, there shall be three Classes of Directors:
 - i. Class I General Directors, elected in AGMs held on even-numbered years; and
 - ii. Class II General Directors, elected in AGMs held on odd-numbered years; and
 - iii. Ex Officio Directors, who are the President-CEO and Vice President (Finance)/Secretary-Treasurer
- b. Either Class I or II General Directors shall serve only a one-year term if elected by Council during an AGM in which General Directors of the opposite class are normally elected. Such a circumstance may arise if:
 - 1. This is the inaugural election for Directors of the Board, where Class II General Directors shall serve one-year terms; and
 - 2. There are greater than four (4) vacancies on the Board by the time of an AGM,
- c. Should a Director position be vacated in any manner within three (3) months of the end of their term, the position shall not be filled until the Annual General Meeting, where it shall be filled by Council.