

Board Nominations Mandate Letter

BN-00

LONG TITLE	Board Nominations Mandate Letter	DATE OF ENACTMENT	29 May 2023
		LAST AMENDED	26 June 2023
REFERENCE No.	BN-00	NEXT REVIEW	November 2025
CATEGORY	Mandate Letter	COMPETENT CHAMBER	Bicameral

PREAMBLE

This is the mandate letter and terms of reference for the Board Nominations Committee (BNC). This Committee is tasked with nominating and selecting the Directors of the Board in a highly-specialised process with authority shared between Council and the Board. The Committee shall promote a system of checks and balances.

MANDATE

1 This Committee shall:

- (a) coordinate the promotion of Director job postings when vacancies arise from time to time;
- (b) outline specific skill-sets, experience, and education that qualify recommended candidates for the position;
- (c) develop interview questions and conduct interviews for applicants;
- (d) nominate a list of candidates for the consideration of Council; and
- (e) provide detailed report on the nominees for the same.

Additional Considerations for Nominations

2 There shall be three Classes of Directors:

- (a) Class I General Directors, elected in AGMs held on even-numbered years; and
- (b) Class II General Directors, elected in AGMs held on odd-numbered years; and
- (c) ex officio Directors, namely the President and Vice President Finance.

3 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:

- (a) this is the inaugural election for Directors of the Board, where Class II General Directors shall serve one-year terms; or
- (b) there are greater than four (4) vacancies on the Board by the time of an AGM,

4 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.

COMPOSITION

Additional Considerations for Nominations

- 5** Per section 12 of the Committees Policy shall have the following members:
- (a) the Chair of the Board, or if there is none, the Speaker of Council or an elected official so designated by Council;
 - (b) one outgoing CUSA Director, or if there are no Directors, one Councillor not seeking election in the same year, selected by Council;
 - (c) two Councillors not seeking election in the same year, selected by Council;
and
 - (d) the Director Of Human Resources, or any senior staff member so responsible for human resources, as the nonvoting resource member.

SCHEDULE OF AMENDMENTS

DATE AMENDED	MOVED	SECONDED	SUMMARY
26 June 2023	M. Huynh	E. Udo	(C-16) Ratified Board amendments.
29 May 2023	M. Faris	K. Cavero	(C-10) Adopted by Council.