



NOMINATING COMMITTEE TERMS OF REFERENCE

TYPE: Standing Committee

PURPOSE: The committee is responsible for ensuring, on a continuing basis, that the Board of Directors of CORK is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to CORK.

SPECIFIC AREAS OF RESPONSIBILITY:

1. Identify and recruit qualified individuals to stand for election as directors.
2. Review and assess any candidates nominated by the membership
3. Ensure that candidates for election meet the qualifications to serve as a director
4. Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a director
5. Promote regional representation in the composition of the Board by recruiting candidates locally as well as from other regions of the country
6. Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences, however noting that qualifications and skills of candidates are the priority
7. Have regard to the specific and desired core competencies required on the Board as a whole in soliciting nominations
8. Where appropriate, identify individuals for future nomination as directors and maintain this information for use in the future
9. Such additional duties as may be delegated to the Committee by the Board from time to time.

The Committee will carry out these duties in a manner that encourages a long-term view of CORK's leadership needs, as well as Board succession planning

COMPOSITION: CORK's By-Law No 1, section 3.4 states that "A Nominating Committee consisting of the Secretary of the Board, acting as chair, and two other directors, identified by the Board, will be responsible for nominations". The two other members will be appointed by the Board within a reasonable time following the Annual General Meeting of the membership each year. Neither of these two other members may be seeking office in the next following election. The Committee may meet by telephone or in person, as required, with meetings held at the call of the chair.



TIMEFRAMES AND REPORTING: Meets in the regular course as required and provides a report with recommendations as to nominations to the Board. The report may be in the form attached, or providing at least the same information. The Nominating Committee will finalize nominations as soon as possible following the expiry of the deadline for member nominations (set out in section 3.3 of By-Law No1) and will circulate its report in advance of the AGM.

In the exceptional event of a vacancy on the Board, to be filled in accordance with section 3.6 of By-Law No 1, the remaining directors may request that the Nominating Committee provide its recommendation regarding filling such vacancy.

APPROVAL/REVIEW DATE:

Approved by the Board of Directors – 10 December 2019

Review Date – [every five years?]