



## Nominating Committee

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### Terms of Reference

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## Introduction

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A Nominating Committee was established in 2011 following extensive revisions to the Algoma Workforce Investment Corporation (AWIC) By-Laws in 2013.

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## Nominating Committee

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The Nominating Committee shall adhere to the AWiC Terms of Reference as defined in Section 5 in the By-Laws.

### 5.03 Election of Directors and Term of Office

- (1) The Board of Directors shall be a rotating Board in which each director shall be elected for a term of three years. To ensure balance and continuity, elections will be held for up to eight Board seats at annual general meetings according to a schedule of elections for particular Board seats to be determined by the initial Board established under this bylaw.
- (2) With respect to those Board seats for which elections shall be held at an annual general meeting, the Board shall strike a Nominating Committee on an annual basis to undertake the search for candidates for Board of Directors.
- (3) The Nominating Committee shall consist of four (4) Board Directors which include the First Vice-Chairperson who shall be responsible for chairing the Nominating Committee.
- (4) The Board of Directors shall provide guidance to the Nominating Committee with respect to seeking candidates from any constituency groups or economic sectors that may be under-represented.
- (5) The Nominating Committee shall identify the strength and weaknesses of the current Board and then make recommendations on potential additions.
- (6) All nominations for Board Directors shall be submitted to the Board for review and approval. The Board shall review such nominations in order to ensure that the nominations received align with the positions that are open in the Board in accordance with 5.04 below.
- (7) Any vacancy on the Board that occurs shall be filled in accordance with the Nominating Committee on an as needed basis.

In addition, the Nominating Committee shall:

- Develop screening criteria for potential board members
- Define /categorize identified sectors
- Provide annual reviews of board members, existing and future
- Create a communication plan in which to call for nominations
- Make recommendation to the board at large
- Meet as required with a minimum of one (1) annual meeting
- Meetings shall function on a consensus basis
- Monitor board members terms

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## Screening

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The Nominating Committee shall ensure the following criterion is applied when selecting board members:

- Ensure regional representation
- Able to commit and participate in meetings and working committees
- Knowledge of labour marking information/ employment needs in the Algoma District
- Added value to the Algoma Workforce Investment Corporation (AWiC)

The Nominating Committee shall notify the potential candidate that travel costs, alternative meetings arrangements and accommodations for persons with disabilities can be made.

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## Breakdown of Sectors

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The Nominating Committee shall approach institutions that are small, medium and large companies, organizations or associations that relate to or have expertise in the areas of employment, training and education or economic development in the following sectors in the Algoma District:

- Education
- Economic Development
- Health
- Industry
- Business
- Human Services
- Indigenous
- Youth and Ex-officio Members

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## Board Composition

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The Nominating Committee shall monitor committee composition as referenced in Section 5 of AWiC's By- Laws.

### 5. Directors

5.01 **Board of Directors.** The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of not less than eleven (11) and not more than twenty-six (26) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members. Without any limitation to the foregoing, the Board shall develop and implement the overall policies of the Corporation, including without limitation, any applicable standards to be followed by the Corporation and its members.

5.02 **Qualification of Directors.** Directors shall be individuals, sixteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

- 5.04 In identifying and submitting members for election as Directors, subject to 5.03 (3), consideration shall be granted to the extent reasonably possible, seeking to achieve representation from regional and sector representatives as set out below and to identifying members representative of the purpose of the Corporation, the functional needs of the Board, as well as any other criteria which the Board may determine:

### **Education**

Education representative (s) shall include, but not limited to, Post Secondary Boards of Education, Secondary Board of Education and Separate/Public English and French Boards.

- *A minimum of one (1) to a maximum of three (3) educators within the region (Universities, Colleges, School Committees) whenever possible.*

### **Economic Development**

Economic Development representatives shall include, but not limited to, regional economic development resources in the District of Algoma.

- *A minimum of two (2) to a maximum of four (4) from East Algoma, Central and Superior East region to reflect geographical balance whenever possible.*

### **Health**

Health representative (s) shall include, but not limited to, physician recruitment, hospitals, long-term care, CCAC, public health, private health care clinics and funded Ministry programs.

- *A minimum of one (1) to a maximum of three (3) representatives from the health sector from the region whenever possible.*

### **Industry**

Industry representatives shall include, but not limited to, small, medium and large employers, associations and organizations representing employer groups.

- *A minimum of two (2) to a maximum of four (4) representatives from industry sectors from the region whenever possible.*

### **Business**

Business representative(s) shall include, but not limited to, small, medium and large employers, associations and organizations representing employer groups.

- *A minimum of one (2) to a maximum of four (4) representatives from business sectors from the region whenever possible.*

### **Human Services**

Human Services representative(s) shall include, but not limited to, engaged in the supply or demand side of employment/training related services.

- *A minimum of one (2) to a maximum of four (4) human services representatives (private, community, government) from the region whenever possible.*

### **Indigenous**

Indigenous representative(s) shall include, but not limited to, engaged in economic development and employment/training related services.

- *A minimum of one (1) to a maximum of three (3) representatives from First Nations, Urban Aboriginals, Métis and Inuit.*

### **Youth**

Youth representative shall be experienced with labour market and education/training needs.

- *A maximum of one (1) representative from youth within 16-29 years of age and belong to a professional organization.*

### **Ex-officio Members**

Ex-officio shall include Members of the Public Service of Ontario, Members of the Public Service of Canada, and past members of the Corporation as determined by the Nominating Committee, in its sole and absolute discretion.

5.05 Ex-officio members shall serve on the Board in a non-voting role to provide consultative and other advisory resources as a communication link between their respective agencies and the Algoma Workforce Investment Committee keeping the Board appropriately apprised of issues that would impact on the role and objectives of the corporation.

5.06 **Vacation of office.** A person ceases to be a director of the Corporation:

- (a) If he or she becomes a bankrupt or is declared insolvent;
- (b) If he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) If by notice in writing to the Secretary of the Corporation he or she resigns their office;
- (d) If he or she, or the organization which he or she represents, ceases to be a member of the Corporation;
- (e) If he or she ceases to be employed by a member organization for any reason or is no longer the designated representative of that organization
- (f) If he or she dies;
- (g) If the membership of the Corporation passes a special resolution or ordinary resolution for the removal of a director at a special meeting of the members.