

Terms of Reference

1. **General Purpose**

The Nominations Committee supports the NBCC Board of Governors (the Board) in the following areas: (i) Board composition and succession planning; (ii) external nominations process; (iii) elections for internal Governor positions; and (iv) annual election of Chair and Vice-Chair.

2. **Specific Responsibilities**

The Nominations Committee has the following specific responsibilities:

- 2.1. Considers and recommends to the Board the ideal skills, qualifications, experience, and background required of the Board as a whole, based on the strategic opportunities and challenges of NBCC (the College) and the Board's stewardship responsibilities (the Board Competency Matrix).
- 2.2. Annually reviews the composition of the Board as a whole and recommends, if any, changes to the Board Competency Matrix.
- 2.3. Tracks Governors' terms and follows the Board process for filling upcoming vacancies.
- 2.4. As vacancies arise, the Nominations Committee:
 - 2.4.1. Reviews and updates the Board Competency Matrix and surveys the skills of continuing Governors.
 - 2.4.2. Identifies gaps that should be filled by new Governor candidates.
 - 2.4.3. Provides to the Ministry of Post-Secondary Education and Training (PETL) identified competency priorities.
- 2.5. Works proactively with PETL towards an agreed upon Board succession plan that will ensure the orderly replacement of Governors and optimum continuity for the Board consistent with the Board Competency Matrix.
- 2.6. Develops and oversees the process for the nomination and election of academic staff, non-academic staff, and student members of the Board.
- 2.7. Develops and facilitates the process for the annual election of a Board Chair and Vice-Chair.
- 2.8. Provides advice, when requested, to the Board Chair in the composition of Board committees.

3. **Membership and Quorum**

- 3.1. The Committee has a minimum of three (3) voting members, including the Committee Chair.
- 3.2. A quorum for Committee meetings consists of a majority of voting members of the Committee.
- 3.3. To avoid conflict of interest, Governors who are seeking reappointment are not permitted to join the Nominations Committee.
- 3.4. The Chair of the Nominations Committee is not the Board Chair.

3.5. The Board Chair, or alternatively the Vice-Chair, is an ex officio member of the Committee but does not count in meeting requirements for a quorum.

3.6. The President and Chief Executive Officer (the President) may attend Committee meetings in an ex officio, non-voting capacity.

4. **Meetings and Organization**

4.1. Has a meeting calendar and an annual work plan for the year.

4.2. Meets at least quarterly with pre-determined dates and agendas.

4.3. Holds special meetings as required.

4.4. Holds in-camera sessions either immediately before and/or after each Committee meeting; these sessions will be structured by the Committee Chair and are limited to Governors unless employee presence is requested.

5. **Other**

5.1. Reviews annually the Nominations Committee Terms of Reference to ensure they continue to meet the current needs of the Board.

5.2. Presents revised Nominations Committee Terms of Reference to the Board for approval.

5.3. Assesses annually the Nominations Committee's performance in carrying out its duties.

5.4. Reports regularly to the Board, through the Committee Chair, the results of Nominations Committee activities in such manner approved by the Board.

5.5. The President and others designated by the President will support the work of this Committee.

Approved:	December 14, 2023
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