

NOMINATING COMMITTEE TERMS OF REFERENCE

ROLE

The Nominating Committee assists the Board of Directors ('Board')¹ in ensuring the Board and committees (statutory, standing, and special committees) have the appropriate mix of competencies, diversity, character, expertise and qualifications to enable them to fulfil their roles and public protection mandate. The Nominating Committee fulfills specific roles related to the selection of Board members and recommends to the Board candidates for appointment or re-appointment to committees.

RESPONSIBILITIES

The Nominating Committee is responsible for:

- Supporting the Board in succession planning for the Board and committees.
- Collaborating with the Board, committee chairs, and CNO staff to assess the appropriate mix of competencies, diversity, character, expertise and qualifications of the Board and committees.
- Implementing a Board-approved process that is structured, transparent, and objective for communicating, recruiting, evaluating, and selecting qualified, diverse candidates for selection to the Board and appointment to committees.
- Recommending to the Board candidates for appointment or re-appointment to committees.
- Supporting the Board in selecting the Executive Committee.
- Fulfilling duties related to election of nurse Board members, including declaring election results, resolving election disputes and making recommendations to the Board for filling Board vacancies in-between elections.
- Acting in accordance with applicable legislation, CNO by-laws, and Board-approved principles, policies, processes, and criteria; discharging its duties in a transparent,

¹ Also referred to as 'Council'.

independent, impartial, and fair manner; and seeking the Board's input and involving the full Board in its work on a regular basis, as appropriate.

- Reviewing and recommending improvements to the Nominating Committee's processes on a regular basis and recommending improvements to the Board to ensure effective committee operations.
- Reviewing these Terms of Reference every three years or more frequently if required.
- Performing any other activities necessary to fulfil its mandate, or as may be required by the Board from time to time.

CHAIR

The Chair of the Nominating Committee is the immediate past President of the Board.

The Chair may delegate their role to another member of the Nominating Committee when unavailable.

MEMBERSHIP

The Board appoints the members of the Nominating Committee.

The Nominating Committee is composed of 5 members at least three of whom shall not be members of the Board.

At least one, but no more than two, of the members of the Nominating Committee may be current or past registrants of CNO, or applicants to CNO.

The Nominating Committee is properly constituted despite any vacancy so long as there are sufficient members for quorum.

At least one member of the Nominating Committee will have background and experience in human resources.

TERMS OF OFFICE

The term of office for the Nominating Committee Chair is up to 2 years.

Council members of the Nominating Committee are appointed for a 3-year term or until their current term on Council ends, whichever is sooner.

Other members of the Nominating Committee are appointed for a 3-year term.

Nominating Committee members may serve two consecutive terms.

Nominating Committee members' terms may be staggered so that no more than 2 expire in any given year.

MEETINGS

The Nominating Committee meets as needed to fulfil its mandate, at the call of the Chair.

Meetings are conducted virtually or in person, as approved by the Chair.

The Nominating Committee maintains minutes of its meetings.

QUORUM

A majority of the Nominating Committee members constitutes a quorum for a meeting of the committee.

DECISIONS AND VOTING

When possible, the Nominating Committee's decisions are made by consensus.

Should consensus not be reached, the Nominating Committee's decisions are made by a simple majority vote of the members present at a meeting of the Nominating Committee that has achieved quorum.

Each member of the Nominating Committee has 1 vote.

ACCOUNTABILITY AND REPORTING

The Nominating Committee is accountable to the Board and reports its activities and recommendations to the Board at the Board's next meeting. Time-sensitive issues are brought to the Board's attention in a timely manner.

The Nominating Committee provides the Board with sufficient information and documentation for the Board to make informed decisions.

RESOURCES

The Executive Director & CEO acts as a resource for the Nominating Committee, but is not a member of the Nominating Committee. The Executive Director & CEO designates staff resource(s) to support the Nominating Committee as required.

Outside advisors and consultants may be retained to assist the Nominating Committee in discharging its duties.

APPROVALS

Approved: 2020.03.11
Revisions: 2022.09.28
 2023.06.08
Next review: June 2026