

Interim Nominating Committee Terms of Reference

Role
<p>The interim Nominating Committee assists the Board of Directors ('Board')¹ in ensuring the Board and Committees (statutory, standing, and special committees) have the competencies and attributes (the experience, knowledge, skills, and character), to enable them to fulfil their roles and public protection mandate. The interim Nominating Committee fulfills specific roles related to the election of Board members and the Executive Committee, and recommends to the Board candidates for appointment or re-appointment to Committees.</p>
Responsibilities
<p>The interim Nominating Committee is responsible for:</p> <ul style="list-style-type: none">• Succession planning for the Board and Committees.• Collaborating with the Board, Committee chairs, and CNO staff to assess the needs of the Board and Committees.• Implementing a Board-approved process that is structured, transparent, and objective for actively recruiting, evaluating, and selecting qualified, diverse candidates for appointment to Committees.• Recommending to the Board candidates for appointment or re-appointment to Committees.• Acting in accordance with applicable legislation, CNO by-laws, and Board-approved principles, policies, processes, and criteria in discharging its duties.• Declaring election results, resolving election disputes and fulfilling other duties related to the election of nurses to the Board.• Making recommendations to the Board for filling Board vacancies in-between elections.• Supporting the Board to elect the Executive Committee.• Seeking the Board's input and involving the full Board in its work on a regular basis, as appropriate.• Discharging its duties in a transparent, independent, impartial, and fair manner.• Reviewing the interim Nominating Committee's processes on a regular basis and recommending improvements to the Board.• Reviewing these Terms of Reference no later than three years from their approval, and making recommendations to the Board about a more permanent Nominating Committee structure if required.• Performing any other activities necessary to fulfil its mandate, or as may be required by the Board from time to time.

¹ Also referred to as 'Council'.



Chair
<p>The Chair of the interim Nominating Committee is the immediate past President of the Board, who may or may not be a current director of the Board.</p> <p>The Chair may delegate their role to another member of the interim Nominating Committee when unavailable.</p>
Membership
<p>The Board appoints the members of the interim Nominating Committee.</p> <p>The interim Nominating Committee is composed of 5 members. If the Chair is a director on the Board, the remaining committee shall be composed of:</p> <ul style="list-style-type: none">• 1 other director of the Board;• 3 individuals who are not on the Board, and have not been on the Board in the past 5 years. <p>If the Chair is not a director on the Board, the remaining committee shall be composed of:</p> <ul style="list-style-type: none">• 2 directors;• 2 individuals who are not on the Board, and have not been on the Board in the past 5 years. <p>The members of the Board who are also on the interim Nominating Committee shall be composed equally of 1 public director and 1 nurse director.</p> <p>No more than 50% of the members of the interim Nominating Committee may be current or past registrants of CNO, or applicants to CNO.</p> <p>The interim Nominating Committee is properly constituted despite any vacancy so long as there are sufficient members for quorum.</p>
Terms of Office
<p>The term of office for the interim Nominating Committee Chair is up to 2 years.</p> <p>The other members of the interim Nominating Committee are appointed for up to 3-year terms, with a maximum of 2 consecutive terms. Interim Nominating Committee members' terms may be staggered so that no more than 2 expire in any given year.</p>



Meetings
<p>The interim Nominating Committee meets as needed to fulfil its mandate, at the call of the Chair.</p> <p>Meetings are conducted in person, or by electronic means approved by the Chair.</p> <p>The interim Nominating Committee meets in person at least once per year.</p> <p>The interim Nominating Committee maintains minutes of its meetings.</p>
Quorum
<p>Four members of the interim Nominating Committee including at least 1 director on the Board and 1 member not on the Board constitutes a quorum of the interim Nominating Committee.</p>
Decisions and Voting
<p>When possible, the interim Nominating Committee's decisions are made by consensus.</p> <p>Should consensus not be reached, the interim Nominating Committee's decisions are made by a simple majority vote of the members present at a meeting of the interim Nominating Committee that has achieved quorum.</p> <p>Each member of the interim Nominating Committee has 1 vote.</p>
Accountability and Reporting
<p>The interim 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.</p> <p>The interim Nominating Committee provides the Board with sufficient information and documentation for the Board to make informed decisions.</p>
Resources
<p>The Registrar & CEO acts as a resource for the interim Nominating Committee, but is not a member of the interim Nominating Committee. The Registrar & CEO designates further staff resource(s) to support the interim Nominating Committee as required.</p> <p>Outside advisors and consultants may be retained to assist the interim Nominating Committee in discharging its duties.</p>
Approvals
<p>Approved: March 2020</p>