

HTAi Nominating Committee

Terms of Reference

1.0 Purpose

To oversee the recruitment and elections of the Directors and Officers of the Society.

2.0 Establishment

This committee is established every year under the HTAi Bylaw 3.7.

3.0 Responsibilities

- 3.1 In consultation with the Chair of the Board, identifying the expertise of need for the Board for the next 3 years considering such requirements as:
 - a) Legal requirements as outlined in the bylaws.
 - b) Functional requirements such as relationships with key stakeholders.
 - c) Technical expertise such as legal, financial, human resources, public health, or other qualifications determined and agreed upon by the Board.
 - d) Bylaw and other legal requirements prohibiting “ineligible individuals” from being involved with a registered charity.
 - e) Other requirements such as geographical, gender, ethnicity, equity group or other representation, or some special need related to the current affairs of the Society and its Strategic Plan.
- 3.2 Actively recruit and nominate candidates for the positions on the Board of Directors.
- 3.3 Submit to the Board of Directors, prior to the election, a list of candidates, in addition to those nominated by Members, to be considered for nomination by the Board of Directors for election as Officers and other Board Members. (Bylaw 3.7)
- 3.4 Review and oversee the election process.
- 3.5 Review the electoral summary report after the election service returns results and report to the Board.
- 3.6 Make other recommendations to the Board as necessary.

4.0 Accountability

Nominating Committee is accountable to the Board of Directors.

5.0 Composition

- 5.1 Nominating Committee shall consist of three (3) members. (Bylaw 3.7)
 - 5.1.1 Chair – Past President
 - In the event of the Past President not being available, the Board of Directors shall appoint as Chair of the Nominating Committee a respected Member of the Society who is not currently on the Board of Directors and who is not seeking election to the Board of Directors in the elections for which nominations are to be made. (Bylaw 3.7)
 - 5.1.2 Two (2) additional Members of the Society who are not currently on the

Board of Directors and who are not seeking election to the Board of Directors in the elections for which nominations are to be made. (Bylaw 3.7)

6.0 Terms of Office

- 6.1 The Term of Office for the Chair is the same as the term of Past President on the Board.
- 6.2 The Term of Office for other Committee members is from the day of appointment to the Annual General Meeting of the following year for which the nominations and elections to be conducted.
- 6.3 The members of the Committee are appointed by the President and ratified by the Board. In appointing the Members of the Committee, the President shall ensure reasonable geographical spread. (Bylaw 3.7)

7.0 Responsibilities of Committee Members

Members are expected to:

- 7.1 Familiarize themselves with the Committee's Terms of Reference (TOR), Bylaws, and Board Recruitment and Elections policy and procedure.
- 7.2 Attend each regularly scheduled Committee meeting.
- 7.3 Come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision making and advising the Board of Directors.
- 7.4 Actively recruit and nominate candidates for Board of Directors positions.
- 7.5 Act in the best interests of the HTAi in accordance with the Society's Mission, Vision, Values, and Strategic Plan.

8.0 Quorum

Three (3) Members of the Nominating Committee shall constitute a quorum.

9.0 Committee Operations

9.1 Meetings

The Committee shall meet at least three (3) times or as required via teleconference.

9.2 Secretarial Support

The Executive Director of the Society and a Coordinator, Governance and Executive Projects provide administrative support and facilitation, including

- 9.2.1 Setting up meetings;
- 9.2.2 Preparing agendas;
- 9.2.3 Taking minutes;
- 9.2.4. Preparing reports and bringing relevant information forward to the Committee

for discussion;

9.2.5 Updating the Nominating Committee TOR and membership list on the website.

9.3 Remuneration of the Committee Members

Nominating Committee Members shall receive no remuneration for their service.

9.4 Conflict of Interest Declaration and Management

The conflict of interest is managed according to the HTAi Conflict of Interest Policy and Procedure.

9.4.1 The Committee Member shall promptly declare any real or perceived conflict of interest and ask that such declaration be recorded in the minutes.

9.4.2 The Committee Member shall refrain from all discussion of, and voting on, the matter giving rise to the conflict of interest.

9.4.3 The Committee Member shall excuse himself/herself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.

9.4.4 The Committee Member shall return to the meeting after the matter giving rise to the conflict of interest has been discussed and/or voted on.

9.5 Confidentiality

The Committee members should keep the information discussed at the Committee meetings confidential.

10.0 Review

Review of these terms of reference shall take place every two years or as directed by the Board of Directors.

Approved date: October 28, 2020

Review date: September 2022