

# HTAi Nominating Committee

## Terms of Reference

### 1.0 Purpose

To oversee the recruitment, nominations, and elections of the Directors and Officers of the Society in accordance with the Society Bylaws and Board Recruitment and Elections Policy and Procedure amended by the Board from time to time.

### 2.0 Establishment

This committee is established every year in accordance with the Board Recruitment and Elections Policy.

### 3.0 Responsibilities

- 3.1 In consultation with the Chair of the Board, identify the expertise needed 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 location, 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 based on the current needs of the Board. In the recruitment efforts, the Committee should ensure and strive for providing equitable representation based on the candidates’ skills, experience, knowledge, perspectives, education, business experience, professional background, geographical location, age, gender, and ethnicity for a balanced Board. (Bylaw 5.5)
- 3.3 Communicate to the Board of Directors and Members what skills, experiences, knowledge, education, business experience, professional background, geographical location, age, gender, etc. is currently required from the potential candidates.
- 3.4 Submit to the Board of Directors for review, prior to the election, a list of candidates to be considered for election as Officers and Directors.
- 3.5 Review and oversee the nomination and election processes.
- 3.6 Review the electoral summary report after the election service returns results and report to the Board.
- 3.7 Make other recommendations to the Board as necessary.

### 4.0 Accountability

The Nominating Committee is accountable to the Board of Directors.

### 5.0 Composition

- 5.1 The Nominating Committee shall consist of three (3) members.

#### 5.1.1 Chair – Past President

- In the event that the Past President is not available, the Board of Directors shall appoint another member of the Board, who is not seeking re-election, to chair the Nominating Committee

#### 5.1.2 Two (2) members of the Board who are not seeking election or re-election in the year for which the election is to be made. The Board should make every effort to ensure this Committee stays as a Committee of the Board.

- In the event that not enough members of the Board are available to serve on the Nominating Committee, one member of this Committee may be drawn from the membership of the Society – a member in good standing. In this case a call for interest maybe circulated to the membership and a preference shall be given to those members who have previous experience on the HTAi Board.

### 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 conclusion of the next Annual General Meeting.

6.3 A call for interest will be sent to the Members of the Board. If not enough members of the Board are available for this Committee work, a call for interest will be sent to the members of the Society. The Committee composition may be ratified by the Executive Committee in accordance with its Terms of Reference. In appointing the Members of the Committee, the Board shall ensure reasonable geographical spread.

### 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 three (3) – four (4) times or as required via video conference.

## 9.2 Secretarial Support

The Executive Director of the Society and the Coordinator, Governance and Executive Projects will 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 three years or as directed by the Board of Directors.

Approved date: October 26, 2023

Review date: October 2026