

# Nominating Committees:

The Key to Building a Foundation for Good  
Governance and Why Boards Fail Without Them

A Step-by-Step Resource Guide for Non-Profit Boards of Directors

**Prepared by: John Miller, OODP Consultant**

**Edits by: Judith Tresidder, Wendy Pinder, Dionne A. Falconer and Douglas Stewart**

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## **I. Introduction**

If a social service organization is a house and a Board of Directors its master builders, then the Board's Nominating Committee is its foundation. If you have a strong Nominating Committee process, everything else is on solid ground. The Board can support the weight of the organization's considerable responsibilities. A weak process means a weak organization - the house will continually require extensive, time consuming repairs to fix the cracks, even sometimes the collapse, that could result.

This resource document is a guide for Boards of Directors wishing to develop a strong Nominating Committee process.

## **II. What is a Nominating Committee?**

Simply put, a Nominating Committee has two main areas of responsibilities that will be outlined in this document:

1. Recruiting and mentoring new directors and executive officers to fill vacancies, thus ensuring the Board has the right talent mix in terms of energy, skills, perspectives and diversity to address the needs of the organization; and
2. Planning and ensuring the smooth execution of the Annual General Meeting, and the Board's meeting that immediately follows it (the purpose of this first meeting is the selection of a new executive: Chair, Vice-Chair, Treasurer and Secretary).

Some have suggested that the name 'Nominating Committee' is not very appropriate. Other suggestions for the name of the committee are a) Board Resource Committee, b) Governance Committee or c) Committee on Directorship. No matter what you decide to call your committee, the process and tasks are what are important.

## **III. Why is a Nominating Committee important?**

One of the biggest mistakes that Boards make is paying virtually no attention to this responsibility. Busy with their other work or too focused on operational tasks better left to staff, they scramble one or two months before the Annual General Meeting to find potential Board candidates. The result is often a failure to find enough people to fill vacant Board positions, and when they do find the people, those people may not be the best candidates nor have the right talent mix to meet the organization's needs.

Time and again, this leads to some very serious problems, including:

- people joining the Board who are ill-prepared for their role and who may not fully understand their liabilities or responsibilities;
- not finding enough candidates, making quorum a continual concern;

- an over-reliance on an inner circle of people who are well known to the organization but may not offer the energy, different perspectives or broader mix of skills, expertise and experience required;
- people joining reluctantly, as a favour to the organization or to an individual, instead of because it is a desirable position to hold;
- too few directors with sufficient time available to serve on the executive committee (which can lead to a weak leader being appointed chair);
- Boards with weak fund-raising capacity or which cannot support their legal and financial obligations; and
- Boards that do not comprehend the principles of greater and more meaningful involvement of people living with HIV and AIDS.

Weak Boards lead to possibly even more serious *secondary* effects, such as:

- poor hiring practices that result in the recruitment of unskilled or inappropriate candidates for the Executive Director (ED) position;
- Boards that are dysfunctional and can't fulfill their governance role which can result in becoming a rubber stamp Board that follows the lead of the ED or worse yet gets over-involved in operational details at the expense of their oversight and fiduciary responsibilities;
- lack of proper performance monitoring and evaluation of the ED;
- weak strategic planning;
- long-term financial instability of the organization;
- Boards that do not meet the requirements of their funding sources;
- loss of the organization's public credibility and legitimacy; and
- serious legal and financial risk to the organization and to individual Directors.

#### **IV. Building a strong foundation: Recruiting new directors and executive officers, and mentoring new directors**

Building a good foundation takes time and proper materials. A Nominating Committee deserves the full attention of the Board, and the process must start very soon after the Annual General Meeting in order to allow for the time needed to do the job right.

The following are key steps:

##### ***STEP 1: Sorting out the current Board's terms and current & upcoming vacancies***

- Many Boards find it difficult to begin their work without clearly writing down in a chart the length of each person's term, and when that term began and ended, or was supposed to end (some Boards find they even have Directors who are still in office beyond the end of their terms, placing them in conflict with their by-laws). The details can be confusing and easily lost without being recorded. The first step should be to reconstruct this historical data.

In order to do this, the Board has to consult their by-laws and be certain of the rules for term lengths, numbers of consecutive terms, filling vacancies mid-term, and waiting period before a person can be elected after serving the maximum number of terms.

- On the next page is a sample chart. The Board in this example has by-laws stating that:
  - i. there are staggered terms;
  - ii. a Director can be elected for a total of 2 terms of 3 years each;
  - iii. the Board can appoint a person to fill a vacant position; and
  - iv. nominations for the Board can be made from the floor at the Annual (General) Meeting.

In this example, the Nominating Committee is updating their chart in November 2019, after their November Board meeting, in order to brief their Board at the December meeting about preparations for their September 2020 Annual General Meeting.

- In this example, the Nominating Committee presents the table to the Board at their December 2019 Board meeting, and recommends that:
  - i. Dennis B. be appointed to serve for the remainder of Sharada V.'s 1<sup>st</sup> 3-year term.
  - ii. Dennis B. also be appointed Vice-Chair to replace Sharada V.'s executive position.
  - iii. there will be four vacancies to fill at the 2020 Annual General Meeting. Two existing Directors, Dennis B. and Xiaoming C. may stand for election if they are willing and may become part of the Board's slate. They have agreed to do so, but their election is not certain if candidates who are not part of the Board's slate stand for election.
  - iv. there will be two other candidates that the Nominating Committee will add to its slate and recommend to the membership from among the candidates it will be interviewing in January and February 2020.
  - v. from among the new candidates being considered, the Nominating Committee will be recommending someone to become Vice-Chair.
- The Nominating Committee also reminds the Board that:
  - i. Manuel G. does not need to stand for election at the 2020 Annual General Meeting because he is part-way through his 2nd term.
  - ii. Board Chair Ebony K. will be stepping off the Board (she is not eligible to stand for another term) and therefore recommends that Xiaoming C. be appointed Chair if he is re-elected. Unfortunately, as both Ebony K. and Olga L. are stepping down from the Board, there will be no Past-Chair serving on the Board.

### Sample: Nominating Committee Chart of Current Positions and Vacancies<sup>1</sup>

Oct 2015 - Sept 2016	Oct 2016 - Sept 2017	Oct 2017 - Sept 2018	Oct 2018 - Sept 2019	Oct 2019 - Sept 2020
<b>Ebony K. -Vice-Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Ebony K. -Vice-Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <i>Ebony K. re-elected to the Board for 2<sup>nd</sup> 3-yr term at 2017 Annual General Meeting.</i>	<b>Ebony K. - Chair</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)  <i>Ebony K. voted by Board as new Chair at Board mtg following the 2017 Annual General Meeting.</i>	<b>Ebony K. - Chair</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Ebony K. - Chair</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>(Nominating committee will suggest a candidate for election from among its interviewees)</i>
<b>Olga L. - Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Olga L. - Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)	<b>Olga L. - Past Chair</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)  <i>Olga L. decided she did not want to serve a second term as Chair, even though she was eligible to do so.</i>	<b>Olga L. - Past Chair</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Olga L. - Past Chair</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>(Nominating committee will suggest a candidate for election from among its interviewees)</i>
<b>Maria N.</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)  <i>Maria N resigned from the Board in December 2015, at which point the Board appointed Sharada V. at their December 5, 2015 Board meeting to fill the remainder of Marian N's 2<sup>nd</sup> 3-yr term.</i>	<b>Sharada V.</b> (3 <sup>rd</sup> year of Maria N's 2 <sup>nd</sup> 3-yr term)  <i>Sharada V. was elected to the Board at the 2017 Annual General Meeting for her 1<sup>st</sup> 3-year term</i>	<b>Sharada V. - Treasurer</b> (Year 1 of 1 <sup>st</sup> 3-yr term)  <i>Sharada V. voted by Board as new Treasurer at Board mtg following the 2017 Annual General Meeting.</i>	<b>Sharada V. - Treasurer</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Sharada V. - Treasurer</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <i>(Sharada V resigned mid October 2019. The Nominating Committee recommends <b>Dennis B.</b> be appointed at the December 2019 Board meeting to fill the vacancy, and also that he be appointed as Treasurer).</i>  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>Technically, Sharada V's term was up at the 2020 Annual General Meeting, even though her position was filled mid-term by appointment. Dennis B may stand for election to fill this vacancy, and has agreed to do so, but it is possible he will not be elected by the membership.</i>
<b>Patience D. - Treasurer</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Patience D. - Treasurer</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)	<b>Xiaoming C. -Vice-Chair</b> (Year 1 of 1 <sup>st</sup> 3-yr term)  <i>Xiaoming C. elected as new Vice-Chair at Board meeting following 2017 Annual General Meeting.</i>	<b>Xiaoming C. -Vice-Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Xiaoming C. -Vice-Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>Xiaoming C. may stand for election, and has agreed to do so, but it is possible he will not be elected by the membership.</i>
<b>Manuel G. - Secretary</b> (Year 1 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 3 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)  <b>No vacancy to fill at 2020 Annual General Meeting.</b> <i>Manuel G has one more year of his 3 year term.</i>

<sup>1</sup> This is an unusually small Board - the number was chosen only for the purpose of this example. A five-member Board would pose very large problems for a Board trying to do proper succession planning. If your by-laws call for a very small Board, you may wish to revise them.



## **STEP 2: Conducting a gap analysis**

- The Nominating Committee's job is to try to find candidates who will add to the Board's talent mix of energy, skills, perspectives and diversity including representation from the client population. It may not be able to do this in one single year because there may not be enough vacancies to achieve all of its recruitment goals. Nonetheless, before recommending a slate, it must analyse the Board's current needs and its current gaps in terms of skills sets, experience (including years of service) and representation<sup>2</sup>.
- The way for a committee to achieve this goal is to do an inventory of the Directors who will remain on the Board at the next Annual General Meeting, and determine where the Board may have gaps. **See Appendix 8 for a sample Board Composition Matrix** and for further considerations
- **Focus on actions needed instead of just skills, demographics, or connections.** That way you will get people who more specifically meet your needs and more importantly, are willing to act on those needs. For instance, you will avoid getting a person with many connections who is unwilling to introduce you to anyone, or a person who ticks off a demographic box but doesn't really have any legitimacy or connections in his or her community.
- These gaps may be in one or more of the following areas:
  - People who are part of and connected to your client group, such as people living with HIV or AIDS, members of racialized communities, women, etc.;
  - people who will devote enough time to Board activities (this is an important consideration - a Board can have all the 'right' people but if they are all too busy the Board will be seriously challenged);
  - fund-raising capacity, or connections to people who could support the organization through fund-raising—and who are willing to use those skills and make those connections;
  - financial skills - people who could and are willing to either serve as a Treasurer or who understand non-profit financial reports and/or budgets and could sit on a Finance committee;
  - leadership skills (including people who are good meeting chairs) - perhaps the Board needs to find another person it can groom to be a Chair in a couple of years, and appoint that person to the Vice-Chair position. Make sure the person has that interest and willingness;
  - people connected to key stakeholders and service delivery partners who are willing to set up meetings for you;
  - people with human resources experience who can advise the Board in matters relating to performance monitoring and evaluation, and perhaps hiring of the Executive Director—and are willing to perform that role;
  - previous Board experience and knowledge of Board governance; and/or
  - lawyers or other people who could connect the organization to legal advice when and if necessary—but make sure that you identify the action needed and the type of legal advice or you will get a lawyer with experience is not relevant.

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<sup>2</sup> Note: certain agencies' by-laws will stipulate that certain seats be filled from designated communities, while others may only suggest targets.

- It's important that Boards not get too bogged down at this step. Spend an hour or two discussing it, develop your target list, and move on. This should not be a month-long research exercise.

### ***STEP 3: Writing or updating Board position descriptions***

- The committee should write or update “job” descriptions for Directors, so that you can distribute these to potential candidates. There should be one general description for a Director without any office, and one for each of the Executive positions (Chair, Vice-Chair, etc).
- See Appendix 3 for sample job descriptions.

### ***STEP 4: Developing a recruitment strategy and seeking out candidates***

- Once the gap analysis is done, the Board must look at its most important gaps, the number of positions it will have to fill, and prioritize the missing skills, perspectives and diversity needed to achieve the right talent mix.
- After this is done, the committee must discuss what strategies will best help them to find qualified people to interview.
- It's extremely important at this stage to develop a strategy that makes Board membership enticing; a strategy that seeks out potential candidates who have the skills, available time, and some commitment to the organization's values and purpose. Pursuing candidates who have the skills but don't have the time or commitment to the organization can lead to poor attendance and/or poor performance issues. Stating that you are interviewing potential candidates can make it seem like something they have to compete for. And this is true - they will have to be elected at the Annual General Meeting.
- Some ideas for recruitment are:
  - i. asking Directors to brainstorm potential candidates, having the Nominating Committee vet the candidates, and then asking Directors to call the long-list and invite them for interviews;
  - ii. reaching out to the larger community by placing advertisements in local papers and triaging applications as in a job application process;
  - iii. asking staff to help identify long-term or high-potential volunteers, clients or other members of the communities served by the organization, vetting those people and inviting some for an interview (ask the staff to not contact the potential candidates unless it has been determined that you wish to interview them, so as to not raise expectations)<sup>3</sup>;

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- <sup>3</sup> A note about recruiting from the communities served by the organization: The Board and organization should reflect the diversity of the communities served by the organization. By casting a wide net, the Nominating Committee can find people who are highly skilled and qualified in their own right, but an important part of casting a wide net is to not emphasizing previous Board experience. See Step 8 for a discussion of a mentoring process.

- iv. asking the Executive Director to identify community partners (see footnote for a note of caution), vetting those people and inviting some for an interview<sup>4</sup>;
- v. contacting organizations that maintain registries of individuals who are seeking volunteer opportunities or that match people wanting to be on Boards, such as the Maytree Foundation, local branch of Volunteer Canada, or other local organizations that support community service.

### ***STEP 5: Preparing to interview candidates: Tips for developing interview questions***

- Boards should prepare interview questions as carefully as one might for a job interview. The difference is that you are not necessarily looking for only one candidate, and unlike some job interviews, the panel should be prepared to fill in the blanks in the candidates' answers. Their responses to the information you provide are as important as the information that they already have.
- The following are some key questions:
  - i. Are you familiar with the responsibilities of Boards of Directors, and the risks and liabilities that we have to manage?
  - ii. What do you know about the organization and its services?
  - iii. If we recommended you for the Board's slate and then you are subsequently elected to the Board, what kind of time commitment would you be able to give? Would you be able to sit on a committee as well as on the full Board?
  - iv. What other non-Board volunteer responsibilities do you have at the moment, and how much of your time do these take?
  - v. Have you ever served or are you currently serving on a Board? If so, which one(s)?
  - vi. Part of the role of a Board is to facilitate fund-raising. Can you think of connections you might have or people whom you know who might support the fundraising efforts of the organization?
  - vii. What do you know about HIV and AIDS?
  - viii. Have you heard of the GIPA principles - the principles of greater and more meaningful involvement of people living with HIV and AIDS in AIDS service organizations? If so, what are your thoughts regarding these principles? Have you seen them in action? What did it look like?
  - ix. What is your understanding of diversity as it relates to the role of the Board?
  - x. What is your understanding of diversity as it relates to your role as a Board member of an organization like ours?
  - xi. What do you know about Hepatitis C infection?
  - xii. What do you know about harm reduction? How do you feel about needle exchanges and the distribution of safer inhalation kits to people who use drugs?

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- <sup>4</sup> A note about Executive Directors' suggestions: EDs can be one of the Board's richest sources for identifying potential candidates as they are plugged in to many key stakeholders as part of their job. However, Nominating Committees should avoid potential candidates who have a personal relationship with the ED outside of work. If ever an ED has performance issues, a Board comprised of allies or friends of the ED is unlikely to remain objective and manage those problems effectively.

- xiii. What value do you think you could add to the Board?
- xiv. Do you have experience in preparing or reviewing budgets and financial statements?

### ***STEP 6: Interviewing candidates: Tips for preparing to conduct interviews***

- Remember that when you schedule an interview you want to highlight the organization's strengths and create the impression that serving on the Board is a sought-after position, but you don't want to scare candidates off either.
- When you schedule interviews, send the candidate a short information package or point them to your website if the information is posted there<sup>5</sup>. Key documents include:
  - i. current strategic plan;
  - ii. Board by-laws and policies
  - iii. any brief agency description;
  - iv. last audited financial statements; and
  - v. Board job descriptions.
- Start the interview by thanking the candidate and explaining in detail your process, so that it is clear that this is not a confirmation of their candidacy. Be sure they understand that there may be people who aren't recommended this time for the slate, but whom the Board may ask to serve in other ways, perhaps on committees. Be sure they understand that it is possible that a person recommended for election on the Board's slate might not be elected by the Members at the Annual General Meeting.
- Ask the candidate to tell you about him/herself. Follow this by asking the interview questions, and end by asking the candidate if he or she has questions for you.
- Ask the candidate if you can talk to any references who might have worked with her/him in the past.
- Inform the candidate about how soon you will get back to her/him. Tell candidates the date of the Annual General Meeting if the date is known so that they can tentatively plan to be there. Explain that it is expected that candidates on the Board's slate attend the Annual General Meeting and make a short statement (officially it is not required that a candidate be present at the Annual General Meeting but it is strongly advised and shows Members the candidate is committed to being on the Board).

### ***STEP 7: Preparing the Board's slate of candidates***

- Once all candidates are interviewed, select those you wish to have confirmed. There should be the same number of candidates as vacancies. It is not advisable to set up a competition for votes between your suggested candidates. The object of preparing a slate is to have the candidates confirmed.

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<sup>5</sup> If you have sent a candidate an information package and he or she comes to the interview without having read the documents, this should be taken into consideration by the committee.

- Take the names of the suggested candidates to the full Board for confirmation and provide the Board members with the bios of the suggested candidates.
- Once the Board has confirmed the proposed slate, contact all candidates and inform them of whether or not they will be a part of the slate. Don't promise a candidate a spot on next year's slate if you don't mean it - it creates false expectations. If the issue is developmental, then be frank: perhaps after serving as a volunteer, the person will develop the skills that are needed for Board service. If the issue is one of meeting the current gaps on the Board, be frank as well -- it is understandable, if the current need is for accountants and the person is an engineer, that you would have to choose someone else.
- If at all possible, candidates who expressed an interest in serving on the Board but who are not currently appropriate for the Board should be enlisted as volunteers.
- Explain the process if a person wishes to stand for election on his or her own, as an independent candidate not part of the Board's slate (i.e. does the person need to declare candidacy a certain number of days in advance of the Annual General Meeting, or can he or she be nominated from the floor on the day of the meeting).

#### ***STEP 8: Developing or updating the Board orientation package and mentoring system***

- Prior to the Annual General Meeting, develop or update an orientation package and a mentoring system for new Directors (consider posting these online rather than distributing paper copies as changes can easily be made and it is environmentally responsible).
- The orientation package should include (see Appendix 9 for a handy pull-out checklist):
  - i. Mission, vision and values statement(s)
  - ii. principles of Greater Involvement of People living with HIV and AIDS (GIPA) & cultural competence
  - iii. by-laws and Board policies
  - iv. committee terms of reference if not included in the Board policies
  - v. biographies of all Directors (new and current)
  - vi. descriptive material about the agency's services, including website
  - vii. public position statements of the Board
  - viii. organizational chart
  - ix. calendar of Board activities for the year, with date of Board meetings
  - x. names, addresses, and contact information of all Directors and the Executive Director
  - xi. current strategic plan and any relevant reports
  - xii. last two to three audited financial statements
  - xiii. current approved budget and latest financial reports
  - xiv. job descriptions for Board Director and executive officers
- Develop a simple mentoring system of matching longer-serving Directors with new Directors (see also Step 10). Even if a new Director has previous Board experience, there is value in having someone to

contact regarding organizational history, etc. Suggest that mentors meet a few times for coffee over the first few months and then slowly sunset their relationship as the year wears on.

### ***STEP 9: Preparing the Board for the election of its executive***

- In addition to proposing candidates to fill Board vacancies, the Nominating Committee should plan for the succession of the executive committee. Is the Chair stepping down? Who will fill her office?
- It is recommended that the position of Vice-Chair be a staging and developmental office for the position of Chair, for the sake of continuity and maintaining organizational memory. If that is the case, and there is an existing Vice-Chair willing to become Chair, then the choice of your next leader is easy.
- Other positions do not necessarily need previous experience - new Directors coming on to the Board could serve as Treasurer or Secretary or Vice-Chair, but these new positions will need some guidance from mentors, the Chair, or the Executive Director so that there is some training in how the organization operates. If the Nominating Committee's suggestion for an executive officer is someone on their current slate of candidates, then an alternate plan should also be developed, in case that person is not elected.
- Have a discussion about the proposed executive officers at a Board meeting prior to the Annual General Meeting. The object of this discussion is to have the election of the executive be a formality at the first meeting of the Board following the Annual General Meeting.

### ***STEP 10: Orienting new Directors, together with the staff of the organization***

- Ensure that new Directors are given the Board's orientation package (see Step 8), and that they are given a proper orientation to the organization's services, and to the Board's activities.
- The orientation shouldn't be too long - these are volunteers, after all. The orientation could include:
  - i. a tour of the offices
  - ii. a brief introduction to staff
  - iii. a "guest" volunteer shift at the front desk
  - iv. a slide presentation of the Board's strategic plan
  - v. a slide presentation & discussion of the principles of Greater Involvement of People living with HIV & AIDS
- After the Annual General Meeting, the Nominations Committee should ensure that new Directors are matched with a mentor (see also Step 8).
- In addition to orientation, determine what training new Directors will need. They may need to:
  - i. receive basic HIV & AIDS and perhaps cultural competence training;
  - ii. learn about provincial and federal initiatives in the field that impact the organization and its clients; and/or
  - iii. receive Board development training or other training available in the community.

## **V. Finishing and inspecting the foundation: Planning and ensuring the smooth execution of the Annual General Meeting, and the Board meeting that immediately follows it**

Once you've built a good foundation by establishing and implementing your Nominating Committee's year-long process, it's time to submit it to inspection by the Membership, and this inspection must happen every year at the Annual General Meeting.

The following are key steps in planning and executing an Annual General Meeting, and the Board meeting that immediately follows it:

### ***STEP 1: Setting the date and developing the agenda for approval by the Board***

- The date for the Annual General Meeting should be set very soon after the last Annual General Meeting, if at all possible. It allows for better planning. See Section VI - Suggested calendar of Nominating Committee activities for an example<sup>6</sup>.
- Following the completion of the audit, the Nominating Committee can propose an agenda for the Annual General Meeting. By then, the Board should be aware of any items that will need to be attended to, such as by-law changes, if any, or a proposed speaker.
- The Board must approve the agenda, being mindful of the purpose of the Annual General Meeting, so as to not fill the agenda with inappropriate business.
- A well run Annual General Meeting must be planned in every detail. Some things to address include:
  - i. ordering refreshments, deciding when they will be served and who will handle those details;
  - ii. will staff be required to work and if so, will they accrue overtime or lieu hours?;
  - iii. who will take minutes?;
  - iv. who will manage the certification of proxy forms, registration, signing up of new Members, and the counting of Members and proxy-holders to ensure quorum?;
  - v. who will manage the logistics of a ballot vote?;
  - vi. do voting cards need to be distributed to Members for voting?;
  - vii. will any volunteer recognition be done and if so do staff need to order plaques, buy gifts, or write speeches?;
  - viii. who will book the room, set it up and clean up afterwards?;
  - ix. have you invited a guest speaker and if so has a gift been purchased or a cheque cut for an honorarium? Who will introduce and thank the speaker?;
  - x. who will bring a copy of the by-laws and Board policies in case something must be referred to during the meeting?

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<sup>6</sup> Note that Ontario law requires that an Annual General Meeting be held within fifteen (15) months of holding the preceding meeting. However, most organizations hold their Annual General Meetings within six to seven months of their fiscal year end, and do not vary the date significantly from year to year.



- xi. Is audio-visual equipment required?
  - xii. does a raised podium need to be arranged for the Board? a lectern for the meeting chair?
  - xiii. will name tags be given out?
  - xiv. will committees be giving reports and have they been notified?
  - xv. will the chair and Executive Director both give reports or will a joint report be given?
  - xvi. are by-law changes being proposed and if so who will explain them to Members?
- In preparing the Board to run the meeting, look carefully at the agenda and try to give all Directors a role in the meeting, even if it is something as simple as reading a motion, or making or seconding a motion.
- See Appendix 5 for a sample Annual General Meeting agenda.

***STEP 2: Ensuring the Annual General Meeting's Members' package is developed and distributed, with sufficient notice, and that any other notice requirements are fulfilled***

- It is the Board's responsibility, delegated to the Nominating Committee, to ensure that the Annual General Meeting's Members' package is complete and is mailed sufficiently in advance of the Annual General Meeting to comply with the by-laws. Although staff may do the work of compiling the documents, this should be overseen by the Nominating Committee.
- Check your by-laws as many by-laws stipulate how many days advance notice Members must be given before the date of the Annual General Meeting as well as any requirements regarding proxy voting. Some by-laws even require that notice of the meeting be placed in local newspapers.
- An Annual General Meeting package typically includes:
  - i. notice of the meeting, including date, time and location;
  - ii. meeting agenda;
  - iii. Board's slate of candidates and candidate biographies;
  - iv. audited financial statements and recommendation regarding the appointment of new auditors;
  - v. by-law changes, with an explanation from the Board as to why the changes are needed;
  - vi. proxy voting forms that must be submitted (consult your by-laws to ensure you are in compliance with requirements);
  - vii. instructions for returning proxy forms and voting by proxy;
  - viii. notice of any special speaker.
- The Board should be mindful of the setting for the meeting. Issues to consider include:
  - i. is the meeting room large enough?;
  - ii. is there wheelchair access?;
  - iii. are there other accessibility issues such as sign language interpretation?; and
  - iv. will interpretation into other languages be provided and if so has the amount of time it might take to do consecutive translation been taken into account?.



### ***STEP 3: Planning elections and ballots***

- Although the Nominating Committee has prepared a slate of candidates for election, most non-profits have some provision in their by-laws for Members to be nominated for election to the Board outside of the Nominating Committee's process -- either in advance of the meeting or even from the floor at the meeting itself. Having an independent option for nomination (whether from the floor and/or in advance) is an important part of the democratic process of electing Boards. If no other Members are nominated, then the Board must still ask the membership to approve its slate. Essentially, the slate will then be confirmed.
- If non-slate Members are nominated, then an election must be called because there will be more candidates than there are vacancies.
- Election planning can be tricky and there are several considerations. The Board must carefully read their by-laws to answer the following key questions:
  - i. Is a show of hands<sup>7</sup> sufficient or must a "poll" (a ballot) be held?
  - ii. Are nominations for election to the Board allowed from the floor at the Annual General Meeting or must nominations be submitted a certain number of days before the meeting? If they must be submitted in advance, it will obviously be an easier vote to administer. If Members are not allowed to be nominated from the floor on the day of the meeting, then the Board must notify Members of this provision as part of the Member's Meeting package and explain that this is not permitted according to the by-laws. Note: Many organizations that prohibit nominations from the floor do so because they argue that the role of a Director is so important and entails such personal and organizational liability that they believe a person should have to prove that their intention to stand for the Board is well-planned and considered by taking that extra step in advance of the meeting.
  - iii. Do the by-laws say anything about self-nomination or must a person be nominated by another Member?
  - iv. What are the requirements for administering proxy votes? (see Step 4)
- Other important questions:
  - i. Who will count the ballots?
  - ii. Do you have extra ballots in case there is a tie between two or more candidates (a run-off vote is required under Ontario law)?
  - iii. Do you have a resolution planned to destroy the ballots after the election (this is recommended)?
  - iv. Might other ballots be required? For instance, are there special resolutions or by-laws that must be passed, and do by-laws allow a Member to request a poll instead of a show of hands? If so, the Board should be prepared for this.

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<sup>7</sup> The commonly-used term and process 'show of hands' is not inclusive and may leave out people with certain disabilities from participating so organizations should consider finding more appropriate wording and an alternative process.

- v. Do you need an impartial person to Chair the meeting? This may be recommended, especially if you are anticipating that an election may be necessary.
- vi. If some Board positions are designated for representatives from a particular constituency, for instance service users, how will their election be handled? If there is a ballot, consider placing their names on a different part of the ballot so that it is clear to Members that they are voting for that group of candidates separately, i.e. candidates for the designated position(s) are not competing for the spot with all candidates up for election.

#### ***STEP 4: Sorting out proxy voting procedures and managing proxies***

- The term 'proxy' is often used interchangeably to refer to a person and to the form he or she might hold. Technically, the word refers to the person who is standing in the place of a Member who cannot attend a meeting and who will vote on behalf of that Member, either according to the Member's specific directive, or with some latitude for that person to use his or her judgement. A proxy form is the signed form that proves the Member gave permission to that particular person to vote at the meeting. In this document, we will distinguish between a proxy-holder and a proxy form.
- Proxy voting can pose particular problems and challenges. Though Ontario law requires Boards to allow Members to designate a proxy-holder to vote if he or she can't attend a meeting of Members, by-laws often designate rules about who can be a proxy-holder, and how proxy forms can or should be handled. This is to avoid confusion and also abuse or fraud.
- Consider the following questions regarding the handling of proxy forms:
  - i. How far in advance of the meeting must the form be submitted? (Boards of Directors sometimes wish to have proxy forms submitted in advance so that they can get a sense of how many people might vote a certain way, and if a campaign is being waged, for instance.)
  - ii. Can the proxy form be submitted by fax or email?
  - iii. Who will keep the proxy form, and where?
  - iv. How will the form be worded?
  - v. Can one person be the proxy-holder for more than one Member? (Many Boards do not permit a person to hold more than one proxy form because allowing this could permit a person who is waging a campaign to convince apathetic or uninformed Members to give him or her their proxy form.)
- This last consideration: how the proxy form should be worded is particularly important. There are several recommendations for a failsafe proxy form (see Appendix 4 for a sample proxy form):
  - i. The form should allow the Member to indicate the name of his or her first choice as proxy-holder, but also include a backup choice in case the person's first choice does not show up or is sick.
  - ii. There should be a statement of General Authority. This statement can direct the person's proxy-holder to vote in a pre-determined way in the vote to elect Directors, or in a vote on a specific resolution (i.e. yes or no). However, it should also be worded in such a way that allows the proxy-holder discretion if the resolution is amended or other resolutions come up in the meeting. The form should also be worded in such a way that if the Member leaves the

selection on the proxy form blank, then the proxy-holder has complete discretion when it comes time to vote.

- The final consideration is that in designing the proxy form, you may wish to include with it a Q & A document to explain the form and the process - most Members are not familiar with how these things work.

### ***STEP 5: Planning for contentious issues and preparing Directors to respond to them***

- If there is something contentious on the Annual General Meeting agenda, for instance a problematic financial report or a potentially unpopular proposed change to the by-laws, spend some time at the Board meeting before the Annual General Meeting preparing Directors for how to handle dissent and opposition to the issue, especially if the opposition comes out in a particularly emotional way, or if personal attacks are levelled at Board members or staff.
- Prepare a question and answer document for the Board, imagining the hardest questions, the ones that are most angry or accusatory, and think of how you would respond. Ask Directors to prepare themselves. Ensure that the Chair in particular is prepared.
- A few questions to answer:
  - i. Who will chair the discussion? Usually it is the role of the Chair, but an outside consultant may be advisable if the issues are particularly contentious.
  - ii. How will you handle accusations of a personal nature?
  - iii. How would you handle someone merely being disruptive and not respecting the procedural rules?
  - iv. Are you familiar with the rules of order for running a meeting? Which motions require seconding, and which do not? Remember that the discussion happens usually after the seconding of the motion but before the vote.
  - v. What will you do if you receive a friendly request for an amendment to the motion/ by-law, etc?
  - vi. What will you say to the Membership if the motion doesn't pass?
  - vii. Is the person taking minutes properly briefed on what to record and what not to record (it is not advisable to record anything other than agenda items, motions and decisions).

### ***STEP 6: Ensuring you get quorum at your Annual General Meeting***

- All your plans for the Annual General Meeting will be for naught if you don't meet quorum, and let's face it, Annual General Meetings are not always the most exciting events. Members are most interested in Annual General Meetings when there is something controversial on the agenda, but at other times, organizations have a hard time ensuring quorum. One idea to entice more Members to an Annual General Meeting is the inclusion of a speaker that is known and respected. Another is providing food and beverages.
- It is advisable that Nominating Committee members reviews the by-laws to remind themselves what constitutes quorum, and organize a strategy to ensure that a sufficient number of Members attend the

meeting - even calling Members to get out the vote. Aim for quorum then add at least 30% to account for no-shows, sickness, and weather-related delays.

***STEP 7: Explaining the Nominating Committee's process to the membership and enlisting support for the Board's slate***

- Once you have made it to the Annual General Meeting and the meeting is underway, it will be important for you to carefully and clearly explain to the membership the Nominating Committee's process in the last year. More important even than the explanation of the process are the reasons that you have spent so much time and taken such care.
- Unless you explain the rationale for the process, it can appear to Members that you are trying to circumvent democracy and keep the Board as a group of self-appointing insiders, a kind of 'old-boys' club'.
- Points to stress include:
  - i. how the Board wishes to ensure a diverse group of people with complementary skill sets;
  - ii. this is an important volunteer position, with legal responsibilities and liabilities and therefore you felt it was important to have a process whereby you made sure people considering Board tenure understood those risks and responsibilities;
  - iii. the Board wanted to make sure that the candidates that fill the vacancies were meeting the needs of the organization that were most pressing at this point in its history;
  - iv. it takes time to find good candidates and that you wanted to avoid scrambling to fill positions at the last minute; and
  - v. by advertising and interviewing for the position, you were casting a wider net into the community and bringing new ideas and new energy into the organization.
- You can highlight the biographies of the slate and have each of the candidates say a few words on their own behalf. Remember to inform the individuals on the slate of this expectation and perhaps provide a template for speaking notes so that the information they provide is relevant to their role as a Director of the Board, and does not take up too much time.
- If there are Board seats designated by the by-laws for Members representing certain interests or communities, explain any particular considerations in recruiting for those positions.
- Explain any special election instructions (see Step 3).
- The Nominating Committee should decide if it wants to draw attention again at this point in the meeting to the fact that Members have had the option of running for the Board even if not recommended to be part of the slate. Some Boards believe that being up front about this option makes the process more transparent and democratic.

***STEP 8: Ensuring the new executive gets elected at the first Board meeting following the Annual General Meeting***

- Once the Annual General Meeting is over, the Board should quickly convene a short meeting of its members that very night - even before breaking (this meeting does not include Members, so the Board could retire to another room or off to a corner of the hall while Members partake in refreshments). At this Board meeting, the only task is to elect the executive.
- You should have the probable outcome of any votes for a new Chair, Vice-Chair, Treasurer or Secretary worked out in advance. Note that if a position is contested, the laws governing non-profits in Ontario indicate that you must have this vote of the Board be subject to a secret ballot, so it would be advisable to prepare ballots ahead of time. Also, be prepared to take minutes.

## Appendix 1 - Suggested calendar of Nominating Committee activities (an organization with a September Annual General Meeting)

When	What
<b>October</b>	Orienting new Directors, together with the appropriate staff of the organization
<b>October</b>	Sorting out the current Board's terms and current & upcoming vacancies
<b>November</b>	Conducting a gap analysis
<b>November</b>	Writing or updating Board position descriptions
<b>November - February</b>	Developing a recruitment strategy and seeking out candidates
<b>January</b>	Developing interview questions
<b>January - February</b>	Calling people to schedule interviews
<b>March – April</b>	Conducting Interviews
<b>May</b>	Preparing the Board's slate of candidates & deal with candidates not chosen for the Board's slate
<b>May- August</b>	Developing/ updating the Board orientation package and mentoring system
<b>May</b>	Setting the Annual General Meeting date and developing the agenda for approval by the Board
<b>May</b>	Assigning Annual General Meeting roles to other Directors
<b>May</b>	Sorting out proxy voting procedures and managing proxies
<b>June</b>	Preparing the Board for the election of its executive
<b>July (early August at the latest)</b>	Ensuring the Annual General Meeting's Members' package is developed and distributed, with sufficient notice, and that any other notice requirements are fulfilled
<b>August</b>	Planning elections and ballots
<b>August or early September</b>	Planning for any contentious issues and preparing Directors to respond to them
<b>Early September</b>	Ensuring you get quorum at your Annual General Meeting
<b>September - at the Annual General Meeting</b>	Explaining the Nominating Committee's process to the membership enlisting support for the Board's slate
<b>September - just after the Annual General Meeting adjourns</b>	Ensuring the new executive gets elected at the first Board meeting following the Annual General Meeting

## Appendix 2 - A sample checklist for Board gap analysis

- ☐ Client group representation, such as people living with HIV or AIDS, Members of racialized communities served, women, etc.
- ☐ People who will devote enough time to Board activities (this is an important consideration - a Board can have all the 'right' people but if they are all too busy the Board will be seriously challenged).
- ☐ Fund-raising capacity, or connections to people who could support the organization through fund-raising
- ☐ Financial skills - people who could either serve as a Treasurer or who understand non-profit financial reports and/or budgets and could sit on a Finance committee.
- ☐ Leadership skills (including people who are good at chairing meetings) - perhaps the Board needs to find another person it can groom to be a Chair in a couple of years, and appoint that person to the Vice-Chair position.
- ☐ People connected to key stakeholders and service delivery partners.
- ☐ People with human resources experience who can guide the Board in matters relating to supervision, evaluation and perhaps hiring of the Executive Director.
- ☐ Previous Board experience and/or knowledge of Board governance.

## Appendix 3 - Sample Board, executive and committee chair job descriptions

### Board Member Job Description

**Purpose:**

To serve as a Director of the Board of a non-profit organization

**Responsibilities:**

1. Regularly attends Board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus
6. Is an active participant in the committee's annual evaluation and planning efforts
7. Participates in fund-raising for the organization
8. Mentor new Directors

### Board Chair Job Description

**Purpose:**

To lead the Board in all of its activities and especially in its governance and planning roles

**Responsibilities:**

1. Is a Director (member) of the Board
2. Is a partner with the Executive Director (ED) in achieving the organization's mission & vision, and in upholding its values
3. Provides leadership to the Board of Directors, which sets policy and to which the ED is accountable
4. Chairs meetings of the Board after developing the agenda with the ED
5. Encourages the Board's role in strategic planning
6. Appoints the chairpersons of committees, in consultation with other Board members
7. Serves *ex officio* as a member of Board committees and attends their meetings when invited
8. Discusses issues confronting the organization with the ED
9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
10. Reviews with the ED any issues of concern to the Board
11. Monitors financial planning and financial reports
12. Plays a leading role in fundraising activities
13. Formally leads and is a key contributor to the ED's performance evaluation.
14. Leads an evaluation of the effectiveness and efficiency of the Board and its Directors
15. Ensures that the organization's performance in achieving its mission is annually evaluated
16. Acts as a key spokesperson for the organization
17. Performs other responsibilities assigned by the Board



### **Vice-Chair Job Description**

**Purpose:**

To assist the Chair in his or her duties, while preparing for his or her role as Chair

**Responsibilities:**

1. Is a Director (member) of the Board
2. Performs Chair responsibilities when the Chair is not available
3. Reports to the Chair
4. Works closely with the Chair and other Board members
5. Participates closely with the Chair to develop and implement executive officer transition plans
6. Performs other responsibilities as assigned by the Board

### **Board Secretary Job Description**

**Purpose:**

To be responsible for the maintenance of records, minutes and legal documents of the Board.

**Responsibilities:**

1. Is a Director (member) of the Board
2. Maintains records of the Board and ensures effective management of organization's records
3. Manages minutes of Board meetings and other record keeping as per legislation
4. Ensures minutes are distributed to Board members after each meeting
5. Is sufficiently familiar with legal documents (articles of incorporation, by-laws, etc.) to note applicability during meetings

### **Board Treasurer Job Description**

**Purpose:**

To oversee and report on the organization's finances.

**Responsibilities:**

1. Is a Director (member) of the Board
2. Oversees the ED's preparation of the budget
3. Monitors the budget
4. Ensures the Board's financial policies are being followed
5. Reports to the Board and general membership on finances
6. Provides guidance to the ED regarding the format in which the Board wishes to review financial reports
7. Is ideally a signing officer, signing all cheques of the organization.
8. Chairs the finance committee

### **Board Committee Chair Job Description**

**Purpose:**

To ensure that a standing or ad hoc committee of the Board fulfills its obligations

**Responsibilities:**

1. Is a Director (member) of the Board
2. Sets tone for the committee work
3. Ensures that the committee members have the information needed to do their jobs
4. Oversees the logistics of the committee's operations
5. Reports to the Board as a whole and in particular keeps the Board Chair informed
6. Reports to the full Board on committee's decisions/recommendations
7. Works closely with the ED and other staff as agreed to by the ED
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes
9. Initiates and leads the committee's evaluation

## Appendix 4 - Sample proxy form

### AIDS Committee of the Land of Oz

2015 Annual General Meeting, September 24 2015, 6:30 pm, Emerald Community Centre

#### Appointment of Proxy holder

I appoint the following to be my proxy (each of whom is a Member of AIDS Committee of Land of Oz):

\_\_\_\_\_  
(Please print name) *or failing him or her*

\_\_\_\_\_  
(Please print name) *or failing him or her*

\_\_\_\_\_  
(Please print name)

#### General Authority

My proxy-holder is authorized to attend, vote and act for and on my behalf at the 2015 Annual General Meeting upon the matter set out below under "Specific Matter", upon the vote to elect Directors set out below under Election of Directors, and upon any other business that properly comes before the 2015 Annual General Meeting. If there are any amendments or variations to the specific matter (described below), the ballot (as set out below), or other business that properly comes before the 2015 Annual General Meeting, my proxy-holder has discretionary authority to vote as she or he thinks fit.

#### Ballot - Election to Board of Directors (choose up to 3 of 5):

- ☐ Bob F
- ☐ Dennis B
- ☐ Josephina D
- ☐ Karen G
- ☐ Xiaoming C

If I have not checked off any of the boxes above, then my proxy-holder has discretionary authority to vote as she or he thinks fit. **If more than 3 of the above names are selected, the ballot will be considered spoiled.**

#### Special Matter

I direct my proxy-holder to vote FOR ☐ AGAINST ☐ the approval of the by-law change to section 5.C.  
If I have not checked off either of the boxes above, then my proxy-holder has discretionary authority to vote as she or he thinks fit.

#### Member Name and Signature

Name of Member: \_\_\_\_\_  
[Please print name]

Signature of Member: \_\_\_\_\_

Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Year Month Day

## **Appendix 5 - Sample Annual General Meeting agenda**

1. Call to order
2. Welcome and Introductions
3. Certification of proxy forms
4. Counting and declaration of quorum
5. Approval of minutes from previous year's Annual General Meeting
6. Business arising from previous year's Annual General Meeting
7. Board Chair and Executive Director report
8. Approval of audited financial statements
9. Appointment of auditors for next year
10. Changes to by-laws
11. Election of new Directors, including report of the Nominating Committee
12. Committee Reports (consider making these written and distribute to Members)
13. Volunteer Recognition including recognition of departing Directors
14. Guest Speaker
15. Adjournment
16. Refreshments

## Appendix 6 – Sample Nominating Committee Policy

### 1. Purpose and Mandate

1.1. The Nominating Committee is a standing committee of the Board responsible for assisting the Board in discharging its responsibilities related to:

- 1.1.1. ensuring that the organization has a consistent roster of high-quality candidates,
- 1.1.2. that new Directors are oriented and mentored.
- 1.1.3. that the Annual Meeting is well planned.

### 2. Composition/membership:

2.1. The committee will consist of at least two (2) Directors, plus the Executive Director as an ex-officio member.

### 3. Frequency of meetings:

3.1. The committee will meet at least at least five (5) times per year, and additionally as required.

### 4. Roles and responsibilities:

#### 4.1. Mentorship

4.1.1. Provide annually in June a recommendation to the Board as to an orientation plan for newly elected Directors and newly appointed Board committee members (including any changes to the Board and Board orientation manual) and implement the plan.

#### 4.2. Recruitment and Selection of new Directors

4.2.1. Liaise with the Board to review the composition and recruitment requirements of each committee.

4.2.2. Develop and review annually in November the Board Skills Matrix to ensure its categories capture relevant skills (both generally and in terms of achieving the strategic directions of the organization) and diversity, its content provides an accurate composite picture of Directors' and Board committee members' relevant strengths and weaknesses, and its presentation ensures it can be understood 'at a glance'.

4.2.3. Annually in December, advise the Board as to whether a call for prospective candidates is required to fill pending Board and/or Board committee positions; recruit prospective candidates for the Board and for Board committees.

4.2.4. Develop or review annually in December the interview format, process, and tool for prospective candidates to ensure they address all salient dimensions of relevant skills and types of diversity.

4.2.5. Conduct a search for prospective Board and committee members annually between January and March.

4.2.6. Conduct interviews with short-listed candidates in April and May, and provide a recommendation to the Board in June as to which candidates should be proposed to the membership to fill vacant Board positions.

4.2.7. Receive and verify nominations for Board of Directors and verify that those nominees are members, in good standing, and over the age of 18 years.

4.2.8. Present a slate of candidates to the AGM, where vacancies exist.

4.2.9. Prepare a list bearing the names of all nominees, including its own slate, and shall forward a copy of the list signed by the committee Chair to the Secretary no later than five (5) business days prior to the date of the Annual General Meeting.

4.2.10. Prepare ballots if necessary.

4.2.11. On an as-needed basis, recommend to the Board any candidates for the Board to appoint mid-term, should a Board member resign before their term is up.

#### 4.3. Annual Meeting (or Annual General Meeting or AGM) and other Special Meetings Planning

4.3.1. Provide annually in September a recommendation to the Board as to a plan for the AGM, communications, agenda, and the coordination of required annual approvals, and implement the plan.

4.3.2. In September, plan the AGM and hold elections if necessary.

4.3.3. Plan any other special meetings of the Board.

#### 4.4. Membership development

4.4.1. Ensure that the organization has a proper membership list, that its membership process is open and transparent, and that good relations are maintained with the membership. This can be done in part through delegation of authority to the Executive Director.

<b>CALENDAR OF ACTIVITIES – NOMINATING COMMITTEE</b>		
<b>Month</b>	<b>Duty</b>	<b>Policy reference(s)</b>
January	Begin a search for prospective Board and committee members annually between January and March.	X.X
February	Continue a search for prospective Board and committee members.	X.X
March	Conclude the search for prospective Board and committee members.	X.X
April	Conduct interviews with short-listed candidates for the Board	X.X
May	Conduct interviews with short-listed candidates for the Board	X.X
June	provide a recommendation to the Board in June as to which candidates should be proposed to the membership to fill vacant Board positions	X.X
July	Plan the AGM	X.X
August	Plan the AGM	X.X

September	Provide annually in September a recommendation to the Board as to an orientation plan for newly elected Directors and newly appointed Board committee members (including any changes to the Board and Board committee orientation manual) and implement the plan.	X.X
September	Provide annually in September a recommendation to the Board as to a plan for the AGM, communications, agenda, and the coordination of required annual approvals, and implement the plan.	X.X
September	Plan the AGM	X.X
September	Ensure that notice of the AGM is sent to all Members in good standing at least twenty (20) business days before the date of the Annual General Meeting.  Include proxy forms and instructions, and all materials including annual audited financial statements and any proposed by-law changes.	X.X
September	Receive and verify nominations for Board of Directors and verify that those nominees are members, in good standing of Oahas, and over the age of 18 years.	X.X
September	Prepare a list bearing the names of all nominees, including its own slate, and shall forward a copy of the list signed by the committee Chair to the Secretary no later than five (5) business days prior to the date of the Annual General Meeting.  Prepare ballots if necessary	X.X
October	Prepare a list bearing the names of all nominees, including its own slate, and shall forward a copy of the list signed by the committee Chair to the Secretary no later than five (5) business days prior to the date of the Annual General Meeting.  Prepare ballots if necessary	X.X
October	Hold elections at the AGM if necessary	X.X
November	Develop and review annually in November the Board Skills Matrix to ensure its categories capture relevant skills (both generally and in terms of achieving the strategic directions of Oahas) and diversity, its content provides an accurate composite picture of Directors' and Board committee members' relevant strengths and weaknesses, and its presentation ensures it can be understood 'at a glance'.	X.X
December	Advise the Board as to whether a call for prospective candidates is required to fill pending Board and/or Board committee positions; recruit prospective candidates for the Board and for Board committees.	X.X

December 3 2 .	Review annually the interview format, process, and tool for prospective candidates to ensure they address all salient dimensions of relevant skills and types of diversity.	X.X
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## Appendix 7: Sample Nominating Committee Chart of Current Positions and Vacancies

Oct 2015 - Sept 2016	Oct 2016 - Sept 2017	Oct 2017 - Sept 2018	Oct 2018 - Sept 2019	Oct 2019 - Sept 2020
<b>Ebony K. -Vice-Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Ebony K. -Vice-Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <i>Ebony K. re-elected to the Board for 2<sup>nd</sup> 3-yr term at 2017 Annual General Meeting.</i>	<b>Ebony K. - Chair</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)  <i>Ebony K. voted by Board as new Chair at Board mtg following the 2017 Annual General Meeting.</i>	<b>Ebony K. - Chair</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Ebony K. - Chair</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>(Nominating committee will suggest a candidate for election from among its interviewees)</i>
<b>Olga L. - Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Olga L. - Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)	<b>Olga L. - Past Chair</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)  <i>Olga L. decided she did not want to serve a second term as Chair, even though she was eligible to do so.</i>	<b>Olga L. - Past Chair</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Olga L. - Past Chair</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>(Nominating committee will suggest a candidate for election from among its interviewees)</i>
<b>Maria N.</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)  <i>Maria N resigned from the Board in December 2015, at which point the Board appointed Sharada V. at their December 5, 2015 Board meeting to fill the remainder of Maria N's 2<sup>nd</sup> 3-yr term.</i>	<b>Sharada V.</b> (3 <sup>rd</sup> year of Maria N's 2 <sup>nd</sup> 3-yr term)  <i>Sharada V. was elected to the Board at the 2017 Annual General Meeting for her 1<sup>st</sup> 3-year term</i>	<b>Sharada V. - Treasurer</b> (Year 1 of 1 <sup>st</sup> 3-yr term)  <i>Sharada V. voted by Board as new Treasurer at Board mtg following the 2017 Annual General Meeting.</i>	<b>Sharada V. - Treasurer</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Sharada V. - Treasurer</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <i>(Sharada V resigned mid October 2019. The Nominating Committee recommends <b>Dennis B.</b> be appointed at the December 2019 Board meeting to fill the vacancy, and also that he be appointed as Treasurer).</i>  <b>Vacancy to fill at 2020 Annual General Meeting:</b> <i>Technically, Sharada V's term was up at the 2020 Annual General Meeting, even though her position was filled mid-term by appointment. Dennis B may stand for election to fill this vacancy, and has agreed to do so, but it is possible he will not be elected by the membership.</i>
<b>Patience D. - Treasurer</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)	<b>Patience D. - Treasurer</b> (Year 3 of 2 <sup>nd</sup> 3-yr term)	<b>Xiaoming C. -Vice-Chair</b> (Year 1 of 1 <sup>st</sup> 3-yr term)  <i>Xiaoming C. elected as new Vice-Chair at Board meeting following 2017 Annual General Meeting.</i>	<b>Xiaoming C. -Vice-Chair</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Xiaoming C. -Vice-Chair</b> (Year 3 of 1 <sup>st</sup> 3-yr term)  <b>Vacancy to fill at 2020 Annual General Meeting:</b> Xiaoming C. may stand for election, and has agreed to do so, but it is possible he will not be elected by the membership.
<b>Manuel G. - Secretary</b> (Year 1 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 2 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 3 of 1 <sup>st</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 1 of 2 <sup>nd</sup> 3-yr term)	<b>Manuel G. - Secretary</b> (Year 2 of 2 <sup>nd</sup> 3-yr term)  <b>No vacancy to fill at 2020 Annual General Meeting.</b> Manuel G has one more year of his 3 year term.

## Appendix 8 - Sample Board Composition Matrix

For each of the categories: 1) think of the necessary *actions* and *priorities* of the Board; 2) indicate which of the Board's actions or priorities does that person works on, or what actions that person a) could work on/ accomplish, and b) is willing to help with. See footnotes for important considerations

The Board's priority actions, according to our strategic plan or other priorities are:							
1. Increasing the organization's standing and outreach to the Black, African and Caribbean population, which is a large percentage of our client population 2. Meeting our \$60K per year fund-raising target, of which \$20K must be from private donations 3. Revising our by-laws to comply with new legislation							
Director or Potential recruit	Sector <sup>8</sup>	Diversity – representatives of your population group <sup>9</sup>	Skill/Experience/Expertise <sup>10</sup>	Access/Connections <sup>11</sup>	Years on Board	Term Expires	Committee (sits on, or is interested and willing to sit on)
1. Jane Doe	Mental health	- Black, person living with HIV	- Previous Board experience, case manager able to help Board set standards for client service	- Willing to connect us to colleagues in mental health-serving agencies	3	9-1-14	Nominating
2. John Doe	n/a	- Former client who is connected to other clients; living with HCV; Black (Caribbean); Gay man	- familiar with HCV issues - Board policy experience	- well connected among the Caribbean community and a willing to be a strong advocate publicly for the organization	1	9-1-14	Ad hoc policy review committee
3. Julie Doe	Private	- South Asian	- Fund-raising - Finance	- Is well connected to philanthropists and has indicated a willingness to make connections	0	Potential recruit	Fund-raising
4.							
5.							
6.							

<sup>8</sup> **Sector:** Consider the sectors that have a major impact on the work of your organization but also consider, how will recruiting people from those sectors help you accomplish your key goals?

<sup>9</sup> **Diversity:** What are your diversity targets? To avoid tokenism, ask yourself what could be accomplished in terms of actions by including new members, and seek people willing and able to make those connections  
Consider the following categories:

- people living with HIV and/or HCV
- people representing your client population, for instance, people living in poverty, with mental health issues, or who use drugs;
- gender including transgender men and women
- sexual orientation
- racial/ethnic identity and connections to that community, including Aboriginal, African, Caribbean, Black, East & Southeast Asian, South Asian, Hispanic, Middle Eastern/Arab etc.

<sup>10</sup> **Skills/ Experience/ Expertise:** Ask yourselves two key questions: 1) what are the specific skills the person has that will help you accomplish your stated goals – this will help you narrow down your recruitment targets; and 2) Is the person interested in applying his/her skills on the Board? Some areas of skill boards sometimes recruit for include: P.R. Communications, Law (but make sure the area of law is relevant to your goal!); Financial Management (make sure the person understand budgets and is willing to use his/her expertise); H.R. Management; Fundraising; Direct service to your client population.

<sup>11</sup> **Access/ Connections:** Ask yourself three key questions: 1) Does the person have lots of connections; 2) Is the person well-respected by those contacts?; and 3) Is the person willing to use his connections to support the organization.  
Consider the following types of connections/access: foundations; wealthy individuals; business/ corporations; politics/government; religious community; grassroots constituents.

## Appendix 9 - Checklist for Board Orientation Package

Included?	Section
	mission, vision and values statement(s)
	principles of Greater Involvement of People living with HIV and AIDS (GIPA) & cultural competence
	by-laws and Board policies
	committee terms of reference if not included in the Board policies
	biographies of all Directors (new and current)
	descriptive material about the agency's services, including website
	public position statements of the Board
	organizational chart
	calendar of Board activities for the year, with date of Board meetings
	names, addresses, and contact information of all Directors and the Executive Director
	current strategic plan and any relevant reports
	last two to three audited financial statements
	current approved budget and latest financial reports
	job descriptions for Board Director and executive officers