Governance & Nominations Committee
Terms of Reference
August 2020

1. Type

The Governance & Nominations Committee is a standing committee of the Supply Chain Canada, Ontario Institute (“the Institute”) Board of Directors (the Board”). The Board grants the Committee the authority to fulfill the specific terms as noted in these terms of reference.

2. Mandate

The Governance & Nominations Committee is responsible for:

- Advising the Board on matters relating to the Institute’s governance structure and processes, evaluation of the board’s effectiveness, education and evaluation of board members; and
- Ensuring that the Institute’s Board of Directors is composed of persons sufficiently qualified and skilled to provide effective leadership to the Institute.

As it relates to Nominations, the Board must approve the Committee work and recommendations for the key roles of:

- Board Directors and Board Advisors
- Members of the Awards Committee
- Members of the Governance & Nominations Committee
- Members of the Finance & Audit Committee
- Members of the Ethics Committee
- Members of Member Engagement Committee

The Committee may also be asked to assist with other Institute or National volunteer leadership positions should the need arise.

In their work, the Committee shall make all reasonable efforts to support the strategic and corporate governance objectives of the Institute, including succession planning for volunteer leadership and Board development and Board skills assessments. Such assessment shall support ensuring the appropriate/required competencies are included in candidates put forward for nomination. The Committee shall support the assessment of existing Board member’s soft and hard skills as well as Board self-assessment and
Board member peer assessments. Committee members will administer and conduct themselves in a manner consistent with the relevant policies and processes outlined in this document.

As it relates to Governance, the Committee is to ensure the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, training programs, monitoring of board activities, and evaluation of board member performance.

3. Responsibilities

GOVERNANCE:

The Committee will ensure that the Board is able to govern the organization effectively through:

* Governance and Policy Development*

The Committee will ensure that policies are created and periodically reviewed which define and support:

- Roles and responsibilities of the Board;
- Duties and responsibilities of directors and officers;
- Conflict of interest procedures;
- Procedures for nomination, selection, and removal of directors;
- Ensuring Committee Chairs for ad-hoc committees struck by the Board prepare and present Terms of Reference for their Committee to the Board for Approval;
- Review of all Committee Terms of Reference occur in the timelines set out in the specific Committee Terms of Reference, ensuring appropriate quality and content as required;
- Review and recommendation of optimal complement of Board Committees and task forces; and
- Maintenance of the Institute by-laws and the Act under which the Institute is governed.

*Education*

The Committee will oversee the annual Board orientation and ensure that Board members are able to discuss, debate, and plan the following from a basis of knowledge:

- the organization’s mission, goals, objectives, programs and services;
- the organization’s budget and financial statements; and
- the roles, duties and responsibilities of the board, committees, individual directors, and the President & CEO.

*Evaluation*

The Committee will be responsible for the development and oversight of the Board effectiveness and evaluation to ensure that the Board, its committees, and its members
are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current directors, staff, and volunteers.

NOMINATIONS

Supported by staff, the Committee will be the keeper of the list of eligible and qualified leadership volunteers.

4. Authority

The Committee will make recommendations to the Board on matters relating to Governance and nominations.

5. Membership

Committee members can be sourced by the Committee, the Committee Chair or Governance & Nominations Committee for approval by the Board.

The Board of Directors shall appoint a Committee Chair and Committee members. The Committee will consist of a minimum of four members: two members must be from the Board, one must be a member of the Institute and one who may be a non-member of the Institute.

It is preferable, though not mandatory, that a past Chair of the Board be a member of the Committee. The Chair of the Board and the President & CEO are non-voting, ex-officio members of the Committee. The Chair of the Committee shall be elected by the Committee members but must be a Board member.

The term of office for members of the Committee will be two years from the time of their appointment, with the option of reappointment by the Board for an additional two terms. The members appointed from the Board will be appointed annually. The Board members shall not have the same Board term expiry. The maximum term of a Committee member shall not exceed six consecutive years. It is expected that members’ service on the Committee will be managed so that at least one member carries over from year to year for continuity.

With the exception of the Committee Chair, who must be a Board member, Committee members may not be considered for any of the positions it is the Committee’s role to fill. If a member becomes interested in running for such a position, they must declare their interest to the Committee Chair and promptly resign from the Committee.

The Committee is expected to operate in compliance with the Supply Chain Canada Code of Ethics, the policies, laws and regulations governing the Institute, and within the governance framework by which the Institute functions. All members shall be free of any relationship that in the opinion of the Board would interfere with their individual exercise of judgment.

Committee members shall sign forms prior to commencing work on the Committee which include confidentiality and declaring conflicts of interests.
The Institute encourages diverse committee membership.

6. Meetings

The Committee shall meet at the call of the Committee Chair (or the Board Chair), as needed, to complete the work and meet the deadlines outlined in the Annual Work Plan. It is anticipated that much work will be able to be done via email but that at least three meetings will be required in addition to the meetings associated with conducting interviews with candidates.

At all meetings, Committee members should confirm adherence to confidentiality rules and should declare any conflicts of interest.

Meetings may be held in person, by conference telephone call, or by online/virtual conference. In special circumstances, meetings may be replaced by written communications.

A quorum consists of the majority of the members of the Committee. Each Committee member, except the President & CEO, is entitled to one vote and decisions shall be my majority vote of those present.

7. Reporting

The Committee shall report to the Board as often as necessary but at least twice annually. Reporting shall normally be made through the Committee Chair in writing.

The Committee will maintain direct, open and frank communications with the Institute’s management, the Board, and other key advisors as appropriate.

The Institute’s management will share with the Committee, prior to publishing, any communications related to the Committee or its activities.

8. Resources

N/A

9. Deliverables

The Committee shall provide the deliverables as described in the Responsibilities.

10. Review

The Chair will ensure that the Committee reviews the Terms of Reference every two years and will propose changes to the Board, as necessary.