

THE AGENCY FOR CO-OPERATIVE HOUSING

POLICY MANUAL

DATE ISSUED:

June 2024

NUMBER:

1.3.3

REPLACING ISSUE OF:

November 2022

CROSS REFERENCE:

1.1.4: By-law No. 1, 1.4.2 Ethical Conduct
1.2.3: Director Profile

REVIEW CYCLE:

2 years

AUTHORITY:

Board of Directors

DUE FOR NEXT REVIEW:

June 2026

SUBJECT:

Nomination Committee Charter

STATUS:

Standing Committee

SOURCE OF AUTHORITY:

Board of Directors (the Board)

FUNCTION:

The role of the Committee is as follows:

1. To ensure that new candidates for the Agency's Board possess appropriate skills, knowledge and values for service on the Agency's Board and the fulfillment of the Agency's obligations to government
2. To ensure that new candidates for the Agency's Board meet the regional requirements in [By-law No. 1](#) and the qualifications set out in the [Canada Co-operatives Act](#) and the Agency's [Policy 1.2.3: Director Profile](#)
3. To ensure that new candidates are acceptable to the Co-operative Housing Federation of Canada (the Member)
4. To ensure that where basic qualifications are met, the Committee recommends for appointment the candidate directors believe will render the Board a more diverse and effective body.

COMPOSITION:

The Nomination Committee has three members:

- the President of the Agency; and

- two members at large elected by the directors from among their number.

Any or all of the Chief Executive Officer, the Director, Corporate Services and the Corporate Secretary attend committee meetings as a resource to the Committee.

APPOINTMENT OF MEMBERS:

1. The Board elects the two at-large committee members at its spring meeting in each year when a new director is required to fill a vacancy. At-large members serve for a one-year term. If an at-large position becomes vacant for any reason, the Board of Directors will appoint a replacement.
2. At least one member of the Committee must have significant expertise in governance.
3. At least one member of the Committee must be deeply familiar with the Agency and its mission and mandate.
4. All persons elected or appointed to the Committee must comply with the terms of any Agency policies governing ethical conduct or conflict of interest.

CHAIR:

The President chairs the Committee.

MEETINGS:

1. Quorum for committee meetings is two members of the committee.
2. The Committee meets twice a year or more often, as necessary.
3. Meetings normally take place before the November meeting of the Board of Directors and the Governance and Human Resources Committee.

DUTIES AND RESPONSIBILITIES:

The Committee has the following specific duties and responsibilities:

1. To propose a nomination process for new Agency directors for the Agency Board's approval, which the CEO will share with CHF Canada, and to propose revisions, as required;

2. To complete a skills matrix developed for the current Board of Directors;
3. To identify the set of skills and qualities desired in the candidate who is to fill any vacancy anticipated on the Board;
4. To advise the Member of these requirements;
5. To ensure that no recommended candidate, if appointed, would increase the number of directors who are officers, staff members or directors of a national or regional federation to more than one third of the full Agency Board of Directors; and
6. To recommend to the Agency's Board of Directors one or more candidates that meet these requirements.