1. **Purpose**

Pursuant to the provisions set out in NOSM’s By-Law for membership on the Board of Directors (Sections 13, 16, 17 and 19) and on Board Committees (Sections 35, 36, 37 and 40), this document sets out systematic, transparent, accountable and fair processes by which the Board of Directors, upon recommendation of the Governance Committee and the Nominations and Community Relations Sub-Committee, shall approve the nomination of candidates for the positions of Director, Board Committee member, and Board Committee Chair.

1. **The Nominations Process for the Board of Directors**

The Board of Directors shall:

(a) Each year, at least ten (10) months prior to the Annual Meeting of Members request that the Governance Committee determine the number of vacancies in the office of Director and shall include in this number incumbent Directors who are eligible for re-election.

The Governance Committee shall:

1. using the Guidelines for the Nomination of Directors and the Skills Matrix, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise, which are required to fill vacancies;
2. where an incumbent director is seeking re-election, determine whether the Director should be nominated for an additional term, taking into consideration the skills and expertise required within the Board, that individual’s self-evaluation of her/his own performance as a Board member, her/his history as a Board member, and her/his contribution to NOSM;
3. inform the Nominations and Community Relations Sub-committee of the remaining vacancies to be filled in the nominations process.

The Nominations and Community Relations Sub-Committee shall:

* 1. review the vacancies and specific skills and expertise which are required on the Board of Directors as identified by the Governance Committee;
  2. advertise vacancies on the Board of Directors in the regional media, through our stakeholders, as applicable and on the NOSM website, including a summary of the responsibilities of a Director and the Guidelines for Nomination of Directors;
  3. invite and encourage formal applications by interested individuals on a standard form to be provided by NOSM, which shall be submitted to the Secretary of the Board of NOSM and forwarded to the Chair of the Nominations and Community Relations Sub-Committee for review. Applicants who do not meet the requirements of Section 16 of the By-law shall be advised of their ineligibility to serve as directors;
  4. identify a short-list of candidates for interview as required by the Nominations and Community Relations Sub-Committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for the Nomination of Directors;
  5. obtain and check references for the candidates selected for nomination as Directors;
  6. recommend to the Board of Directors through the Governance Committee a slate of candidates for Director equal to the number of vacancies for approval by the Board of Directors and for subsequent ratification by the Voting members of the Corporation at the Annual Meeting of Members.

**2.1 Process for Addressing Mid-Term Vacancies on the Board of Directors**

The Board of Directors shall request the Governance Committee to address a mid-term vacancy on the Board pursuant to the provisions set out in By-law No. 7, Section 19.

1. **The Nominations Process for Board Committee Members**

Terms of Reference indicate that, with the exception of the Executive Committee, NOSM Board committees may have both Director and Non-Director members.

There are two *ex officio* Non-Director members on the Finance, Audit and Risk Management Committee, namely the Vice-Presidents Administration of Lakehead University and Laurentian University.

There are four Non-Director members of the Nominations and Community Relations Sub-Committee, nominated by the Federation of Northern Ontario Municipalities (FONOM), Northwestern Ontario Municipal Association (NOMA), and NOSM’s Indigenous Reference Group (IRG) and Francophone Reference Group (FRG).

In addition, the Terms of Reference for the Governance Committee and the Finance, Audit and Risk Management Committee permit the addition of a Non-Director community member with the appropriate expertise.

**3.1Process for Nomination of Directors as Committee Members and CommitteeChairs**:

Each of the sixteen elected Directors is expected to serve on at least one of the following Board Committees: Executive Committee; Finance Audit and Risk Management Committee; Governance Committee and; Nominations and Community Relations Sub-Committee.

These committees are constituted annually.

Each year, the Governance Committee shall:

1. circulate the Board Committee Membership Questionnaire to all Directors in order to tabulate their preferences for committee membership and their interest in serving as Chair of either the Governance Committee or the Nominations and Community Relations Sub-Committee. (The Vice-Chair of the Board chairs the Executive Committee and the Treasurer of the Corporation chairs the Finance, Audit and Risk Management Committee);
2. develop, based on the information received, a list of Director members of Board committees for approval by the Board;
3. identify candidates for Committee Chair positions for approval by the Board, taking into consideration:

(i) the position description and qualifications for a Board Committee Chair;

(ii) the skills, experience, demonstrated leadership and interest of the candidate;

(iii) consultation with Directors and current Chairs, as needed;

(iv) interviews as needed.

**3.2Process for Nomination of Non-Directors as Board Committee Members**

The Governance Committee shall:

1. accept and recommend to the Board for approval the annual nominations for both the two *ex officio* Non-Director members of the Finance, Audit and Risk Management Committee, and the four Non-Director members of the Nominations and Community Relations Sub-Committee;
2. identify, at the request of the Chair of the Finance, Audit and Risk Management Committee and/or the Governance Committee, a community member with the required expertise for nomination as a Non-Director member of either of these two committees, taking into consideration:
3. the individual’s expertise and experience;
4. the individual’s knowledge of the region served by NOSM;
5. the individual’s ability to attend Committee meetings regularly for a term of one (1) year, renewable on an annual basis for up to three (3) years;
6. an interview report from the Committee Chair or designate, as needed;
7. the fact that community members may include NOSM stakeholders, volunteers, past Directors, previous applicants for Director vacancies and the community at large and;
8. recommend to the Board for approval the nomination of the community member or members identified in (b) above.

**3.3 Process for Mid-term change in the Non-Director membership on Board Committees**

The Governance Committee shall:

Confirm an ex-officio or designated replacement to serve for the remainder of an unexpired term in the event of a mid-term change in the non-Director membership of a Board Committee or Sub-Committee, for approval by the Board of Directors.

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| 1 | September 21, 2016 | Separation of process and recruitment from terms of reference  June 6 – preview by Gov Cmt  June 7 – edits by Committee |
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