



TERMS OF REFERENCE FOR THE NOMINATING COMMITTEE
June 18, 2020

The Nominating Committee (the “Committee”) is a committee of the Membership of Geoscience BC Society (the “Society”), which is the Board of Directors (the “Board”). There is no delegation of authority to the Committee.

Committee Membership

- consists of the Board Chair and at least two other Directors, as well as one non-Director member;
- must include at least one representative from each of the Minerals and Oil & Gas sectors; and
- terms will be for one year.

The President & CEO cannot be a Committee member due to the relationship of the position to the Board, and the functions of the Committee.

Appointment of the Committee Members and Committee Chair

- The Society’s Membership, which is the Board, will appoint the members of the Committee, including the Committee Chair, at the Society’s Annual General Meeting (“AGM”) each year, or at another general meeting.
- The Board retains the authority to revoke an appointment as may be deemed necessary.
- Any Committee vacancy can be filled by the Board for the remainder of the term of the Committee member being replaced.
- If a Committee member misses three consecutive meetings without giving reasonable cause to the Committee Chair in advance, he or she will be deemed to have resigned from the Committee.

Duties of the Committee Chair

- Ensure Committee functions as listed below are carried out;
- Organize Committee meetings with the assistance of the Corporate Secretary; and
- Ensure that an agreed written record (meeting minutes) of each of the Committee meetings, including all recommendations, is submitted to the Corporate Secretary and forwarded to the Board upon request.

Purpose, Functions and Responsibilities

- **Define candidates for nomination to available Board positions:**
 - Meet each spring to confirm returning Directors, and to bring forward candidates for Board positions to be appointed at Geoscience BC's AGM, or other general meeting, for three-year terms, and limited to a maximum of three terms unless extended due to extenuating circumstances;
 - Present the list of candidates to the Board for review and approval in principle at its June meeting. The number of nominations should ideally be at least one greater than the number of Board positions available, and a list of alternates should also be prepared in the event approved candidates are unable to serve on the Board;
 - Contact approved candidates after the Board has been consulted; and
 - Advise the Board and Corporate Secretary of the final list of approved and available nominees prior to the AGM or other general meeting.

- **Define/nominate capable and willing candidates for Chair & Vice-Chair:**
 - As required, to be approved by the Board.

- **Recommend Special Observers as Board meeting guests:**
 - As required, representatives from organizations such as, but not limited to, AME, MABC, CAPP, and government, to be approved by the Board.

- **Other duties as follows:**
 - Become familiar with Geoscience BC's Constitution and Bylaws, and all Board committee Terms of Reference;
 - Ensure Directors, and the Board as a whole, are evaluated on a regular basis;
 - Maintain records of current Directors' qualifications, experience, and terms of service;
 - Analyze the Board's skill set and areas for improvement, and anticipate future needs for Directors;
 - Develop selection criteria to be used in the recruitment process, and screen suitable candidates according to the criteria;
 - Initiate the brainstorming of potential candidates with the help of the Board and staff;
 - Ensure new Directors receive proper orientation and other necessary training.

- **Developing selection criteria:**

To be most effective in ensuring the right candidates are considered, the selection criteria must consider composition of the current Board, current Directors' qualities, and dynamic needs of the organization.

Some basic qualities that the Committee considers in potential Directors include the candidates':

- overall interest and enthusiasm in serving on the Board;
- level of integrity;
- team work skills;
- ability to think for the future;
- time availability and constraints;
- ability to support fundraising; and
- ability to influence others.

The Committee carefully analyzes these qualities with those of the current Board and considers how prospective Directors and current Directors will work together. The Committee also considers how prospective Directors will influence existing Board dynamics.

The Committee considers how potential Directors will fit with the organization both in its current state and in the future. Factors that influence this include:

- the type of Board and its level of decision-making;
- the development stage of the Board;
- short-term and long-term focuses and goals of the Board; and
- special projects the Board is planning.

- **Providing information to prospective Directors:**

When suitable candidates have been identified, the Committee will initiate discussions with them to gauge their interest and provide answers to any questions or concerns.

For this reason, the Committee may provide candidates with information about the Board and the organization, including:

- Geoscience BC's Constitution and Bylaws;
- the Strategic Plan and current Annual Management Plan, including the Scientific Project Plan and Operational Master Budget;
- the most recent annual report, promotional brochures and/or newsletters;
- the most recent Summary of Activities volumes, and a summary of the organization's current research projects;
- all Board committee Terms of Reference;
- the Code of Conduct and Ethics, and Conflict of Interest Guidelines, including an Acknowledge and Declaration form to be completed, and
- information regarding board orientation, governance practices and other training opportunities.

The Committee is fundamental to the Board's recruitment strategy and serves as the lead in this continuous process.

Meeting Procedure and Frequency

- A quorum will consist of a majority of Committee members.
- All Committee decisions will be made by majority vote.
- The Committee will meet not less than three times per year, to:
 - define candidates for nomination to Board positions available;
 - define/nominate capable and willing candidates for the Officer positions of Chair, Vice-Chair, Treasurer and Corporate Secretary (the President & CEO and Vice Presidents are Officers by virtue of their positions);
 - recommend special observers as Board meeting guests; and
 - other matters as may be required of the Committee from time to time.
- Committee meetings may include the President & CEO and support staff, followed by an in-camera meeting of the Committee members only.
- Meetings of the Committee may be conducted in person, by teleconference or by videoconference. Geoscience BC meeting space and teleconference or videoconference access will be made available upon request.

Record of Meetings

- The Committee Chair will ensure that an agreed written record of each of the Committee's meetings is forwarded to the Board, and may delegate the responsibility of this record keeping to the Corporate Secretary (see Staff and Other Resources below).

Staff and Other Resources

- The Corporate Secretary is available to assist the Committee with meeting scheduling, dissemination of documentation, liaising with the Board, record keeping, and other tasks that may be required by the Committee from time to time.
- Committee members will be reimbursed for their travel and out-of-pocket expenses for participating in Geoscience BC meetings and undertaking Geoscience BC business.
- Committee members will receive no remuneration for their services.

Terms of Reference to be reviewed annually by Committee members and support staff