



## **Nominations Committee Terms of Reference:**

*Approved by the Board on June 22, 2017*

### **Purpose & Authority**

Struck by the Board of Directors, the Nominations Committee (NC) supports the delivery of the Board's mandate in the areas of MEC's board elections and board candidate nominations.

### **Composition**

The NC consists of five members, including a Committee Chair, and they are appointed by the Board annually. Three of the members of the NC shall be directors; two will be MEC members who are not directors, appointed by the Board. The Chair of the Committee will be a director. Directors who are eligible for election in a given year will not be members of the NC in that year. Members-at-large will not be eligible to stand for election in a year in which they are members of the committee.

### **Members at large terms of office**

Each member-at-large shall be appointed by the Board for a term of three years, which may be renewed by the Board once for a maximum period of service of six years. Terms shall be staggered so that in each three year period, the Board shall recruit one member-at-large in year 1, one member-at-large in year 2 and no members-at-large in year 3. The Board's recruitment exercise will be guided by the principles of fairness, transparency and allowing for the efficient workings of the Nominations Committee.

A member-at-large may be removed from office before the end of his or her term by a resolution passed by no fewer than 75% of all the directors.

### **Meetings**

The Committee meets approximately six times per year, and has authority to convene additional meetings as required. Committee members are expected to attend all meetings in person or by teleconference and quorum is simple majority. The Chair sets the agenda and works with other Committee members and the Chief Governance Officer to ensure agendas and appropriate materials are circulated one week in advance of a meeting. The Board Chair serves as an ex-officio member, unless the Chair is eligible for election in that year, the CEO and other members of Management attend upon request of the Committee and the Chief Governance Officer serves as advisor and secretary, ensuring minutes are taken and procedural matters are addressed.

## Responsibilities

### Committee Operations

- Annually review the Committee terms of reference and work plan with any proposed amendments to be presented to the Board for approval;
- Ensure Committee members have the resources and materials available to them to discharge their duties.

### Nominations and Elections Duties

- Under the Board's guidance, determine and communicate to MEC's membership in advance of the annual election:
  - **desired** candidate qualifications, experience and other attributes
  - any **minimum acceptable** qualifications, experience and other attributes
- If deemed necessary by the Board, identify and recruit candidates prior to the close of nominations;
- Receive and review all nominations and report compliance with the Coop Act, MEC Rules and policy to the Board; the Board to reject any non-compliant nominations with reasons;
- Recommend to the Board which candidates should be "recommended" (between 4 and 9 candidates in a normal year with three vacancies);
- Recommend to the Board which nominees do not meet any desired minimum attributes and should be rejected with reasons;
- Conduct any additional due diligence required with respect to candidates;
- Under the Board's guidance, prepare election materials and manage the election process, including monitoring adherence to MEC's Rules of Cooperation;
- Appoint someone to attend any drawing of lots;
- Endorse the annual service contract proposed by the election auditor and ensure the contract is properly administered;
- Receive a compliance report from the election auditor at the close of the election;
- Provide reports to the Board on election and nomination planning and/or activities performed throughout the course of the year.