

Nomination and Appointments Committee Terms of Reference

1.0 Role

The role of the Nomination and Appointments Committee is to facilitate, through open and transparent election and appointment processes, effective current and future organizational leadership and a high-quality Board of Directors and Committee membership with appropriate knowledge and skills and balanced, diverse representation.

2.0 Responsibilities

The Nomination & Appointments Committee is responsible for:

- developing and using a criteria rubric for elected positions and Committee members, that enables the creation of a qualified and diverse candidate pool
- interacting with members and Representative Assembly (RA) delegates to seek and encourage nominations and volunteers
- interacting with and encouraging participation from equity seeking groups that reflect the diversity and demography of the membership
- facilitating recruitment and identification of qualified and diverse candidates to stand for elected positions as per the SMA Bylaws
- facilitating recruitment and identification of qualified and diverse candidates for appointment to SMA Committees and/or Working Groups, and as SMA representatives to outside agencies
- facilitating identification of qualified and diverse candidates for any awards
- conducting an annual review and evaluation of Board and committees' membership
- providing oversight and direction to the Board and RA for succession planning, including recommendations around diversity goals and targets.

3.0 Membership, Attendance & Term

The Nomination and Appointments Committee shall consist of:

- three members elected by and from the Representative Assembly, who are not current members of the Board
- two Ordinary members appointed by the Board, who are not current members of the Board or the RA
- the immediate Past President (ex-officio), who shall serve as a non-voting Chair

The term of a Committee member is two years. A member may serve a maximum of three consecutive terms.

A Committee member who does not uphold their responsibilities or misses three consecutive meetings will be expected to resign. If a member refuses to resign, the matter will be referred to the Board.

Committee members will be required to participate in Equity, Diversity, and Inclusion education and training, and encouraged to participate in professional development learning opportunities.

4.0 Meetings

The Nomination and Appointments Committee will meet at least quarterly, or more as required. The meetings may be in-person, by teleconference or videoconference (e.g., WebEx, MS Teams, etc.).

If a member is not able to participate in a meeting, that member may speak to the Chair in advance so that the Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation in advance of the meeting.

5.0 Chair

The immediate Past President shall serve as Committee chair. The chair is responsible for:

- Calling and chairing meetings of the Committee
- Designating another Committee member to act as chair in their absence
- Ensuring the work of the Committee is reported to the Representative Assembly

6.0 Quorum and Voting

A majority of the Committee members shall constitute a quorum and all resolutions and motions shall be carried by the majority of those present and voting. There shall be no proxy or email voting unless explicitly determined by the Committee in advance of a vote.

7.0 Decision Making

The Committee will strive for consensus when making decisions. If consensus cannot be achieved, the Committee members must agree on how to deal with the outstanding issue, i.e., vote, continue discussion, table the issue to another meeting. Failure to agree shall result in referral of the issue to the appropriate governing body (i.e., Board of Directors or Representative Assembly).

8.0 Confidentiality

All Committee materials, documentation, and information shall be considered confidential, and shall not be disclosed to any person(s) other than the members of the Committee without the knowledge and agreement of the Committee.

9.0 Conflict of Interest

Committee members shall disclose any matters which may constitute a direct or indirect conflict of interest between their personal or professional activities and their responsibilities as a Committee member. Committee members shall act in a manner that prevents conflicts of interest from arising whenever possible.

10.0 Minutes

SMA staff shall take minutes and distribute them electronically to Committee members before the next meeting. The minutes shall be reviewed and approved at subsequent meetings.

11.0 SMA Support Resources

The Nomination and Appointments Committee is supported by:

- Chief Executive Officer
- Senior HR Analyst
- Coordinator, Communications and Community Engagement

12.0 Accountability

The Nomination and Appointments Committee is a statutory committee constituted under the SMA Bylaws. It is responsible to and reports to:

- the Board of Directors for recommendations regarding committee appointments and appointments to outside agencies
- the RA for nominations for designated elected positions
- the Board or the RA, as appropriate, for candidates for any awards

The Nomination and Appointments Committee will strive to provide transparency around the reporting of nomination and appointments decisions, while respecting privacy and confidentiality of candidates.

13.0 Amending the Terms of Reference

The Terms of Reference will be reviewed periodically and amended as deemed necessary by the RA.

Date of Last Review: September 7, 2023 (Board)