



EDMONTON
SENIORS
COORDINATING
COUNCIL

Nominating Committee Handbook (To Guide the Nomination Process)

Striving to Build a Foundation for Good Governance

The contents of the Handbook are an amended reproduction of the Step-by-Step Guide for Non-Profit Boards of Directors resource developed by John Miller, OODP Consultant (Ontario Organizational Development Program, www.oodp.ca).
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I. Introduction

This resource document is a guide for Boards of Directors of ESCC wishing to develop a strong Nominating Committee process.

II. What is a Nominating Committee?

The full Terms of Reference for the Nominating Committee can be found in the ESCC Policy Manual which is included in ESCC Board of Director Binder.

A Nominating Committee has two main areas of responsibility:

1. The purpose of the ESCC Nominating Committee (the “Committee”) is to identify qualified candidates to fill vacancies on the ESCC Board of Directors, both on an annual basis prior to the Annual General Meeting and on an as-needed basis on the occasion of Board vacancies which arise between Annual General Meetings. The Nominating Committee, on an annual basis or as-needed, also recommends nominees for ex-officio Board member positions.
2. Assisting in facilitating the smooth operation of the Annual General Meeting.

Key Duties

The Committee has the following key duties:

1. Recommends to the Board of Directors the name of each nominee deemed suitable to replace one or more Board members who have resigned, or to add one or more Board member(s) when the membership of the Board allows for additional members.
2. Recommends on an annual basis nominees as ex-officio Board members.
3. Reviews nominations submitted for open positions on the Board and, in the event insufficient nominations have been made, identifies and recommends additional nominees.
4. Ensures that nominations are in accordance with ESCC Bylaws.
5. Confirms that all nominees are willing, if elected, to serve as Board members.

III. Recruiting and Mentoring New Directors and Executive Officers

Building a good foundation takes time and the Board’s Nominating Committee deserves the full attention of the Board members in performing the following tasks:

1. Identify current and emergent vacancies
 - a. Ensure documentation is in place which identifies the beginning and planned end-dates of each current Board member’s term as a Director.
 - b. Review the organization Bylaws and policies and ensure that the term length and end-date of each Director is properly recorded and re-election options for each current Board member are specified.

- c. Contact Board members whose terms are about to expire to ascertain if they wish to serve another term or if they will be leaving the board.
2. Conduct a “gap analysis”
 - a. The Nominating Committee’s job is to find candidates who will add to the Board’s talent mix, including representation from populations specified in the organization’s Bylaws (for example, senior-serving or senior-supporting organization and skill sets).
 - b. Identify potential candidates who more specifically meet the organization’s needs by focusing on actions needed in addition to skills, demographics or connections.
 - c. Present analysis of Board needs to gather input and recommendations from the current ESCC Board of Directors.
3. Write or update Board position descriptions
 - a. Develop role descriptions for Directors and distribute these to potential candidates. There should be one general description for a Director “without any office” and one for each of the Executive positions (Co-Chairs, Vice-Chair, Secretary, and Treasurer).
4. Develop a recruitment strategy and seek out candidates
 - a. Develop a strategy that makes Board membership enticing; a strategy that seeks out potential candidates who have the skills, available time, and who are willing to make the commitment to the ESCC’s values and purpose.
 - b. Develop an information package to introduce the candidate to the organization (1-2 pages), including biographies of continuing members.
 - c. Invite potential candidates to an ESCC event to encourage building a rapport and allow the candidate to learn more about the ESCC.

Notes:

 - Pursuing candidates who have the skills but don’t have the time or commitment to the organization can lead to poor attendance and/or poor performance issues.
 - The Board should reflect the diversity of the communities served by the organization and be in keeping with the organization’s Bylaws.
5. Interview candidates
 - a. Arrange a panel to interview each candidate (formally or informally).
 - b. Prepare interview questions as one might for a job interview.
 - c. During the interview, highlight the organization’s strengths and create positive impressions about the intrinsic and extrinsic rewards and benefits of becoming a Board member.
 - d. When scheduling interviews, send each candidate a short information package. Key documents may include a description of the ESCC, Board Bylaws, policies etc.

- e. Start the interview by thanking the candidate and explaining the nominating and selection processes.
 - f. Ask each candidate to tell you about him/herself and why he/she is interested in becoming an ESCC Board member.
 - g. Ask the candidate if you can speak with any references who might have worked with him/her in the past.
 - h. Inform the candidate about how soon you will get back to her/him.
 - i. End the interview by asking the candidate if he/she has questions for you.
6. Prepare the slate of candidates
- a. When all candidates are interviewed, select those you wish to have confirmed; these will form the slate.
Notes:
 - There should be the same number of nominees as vacancies. For information, present the board with names and biographies of nominees prior to the AGM.
 - The objective of preparing a slate is to have each of the selected nominees' knowledge, skills, experience, networks, interests etc. confirmed by a quorum of attendees at the next AGM.
 - b. Present the names and biographies of the suggested candidates to the full Board for confirmation and provide the Board members with a biography of each suggested candidate.
 - c. Once the slate is approved by the Board, contact nominees and advise them of whether or not they are on the slate.
Notes:
 - If appropriate, candidates who expressed an interest in serving on the Board but who are not being added to the slate for the Board should be encouraged to serve on a committee.
7. Ensure new Board members are oriented
- a. Develop an orientation package and a mentoring system for new Directors (consider posting these online rather than distributing paper copies, as changes can easily be made). Encourage new Directors to participate at meetings.
 - b. The orientation package should include:
 - Mission, vision and values statement(s)
 - Bylaws and Board policies
 - Objects of the charitable society
 - Committee terms of reference if not included in the Board policies
 - Biographies of all Directors (new and current)
 - Descriptive material and website address to provide information that outlines the ESCC's services
 - Organizational chart

- Calendar of Board activities for the year, with date of Board meetings
 - Names, addresses and contact information of Directors and the Executive Director
 - Current strategic plan and relevant reports
 - Most recent audited financial statements
 - Current approved budget and latest financial reports
 - Role descriptions for Board Director and Executive officers
 - ESCC's Charter
- c. Ensure that new Directors are given the Board's orientation package and a proper orientation to the ESCC's services and Board's activities.
8. Explain the Nominating Committee's processes to the membership
- a. The Nominating Committee chair should be asked by the chair of the AGM to explain the nomination process used. Points to stress include:
- How the Board wishes to ensure it comprises a diverse group of people with complementary skill sets
 - The importance of the volunteer position, its legal responsibilities and liabilities, and that candidates considering a Board position understand the role, risks and responsibilities
 - The Board is ensuring that candidates who fill vacancies are able to meet the needs of the organization
- b. Highlight the biographies of the slate.
- Inform the individuals on the slate of this expectation
9. Facilitate the election of the new Executive.
- a. Once the Annual General Meeting is over, the Board should meet at the earliest opportunity to elect its Executive.

Appendix 1: Nominating Committee: Calendar of activities

When	What
Sept.	Review membership of Nominating Committee and recruit members as needed
Sept.	Review the current Board members' terms and identify any likely vacancies for the coming year
Oct.	Conduct a gap analysis of ESCC's needs and Board's needs in terms of skill sets
Nov.	Write or update Board position descriptions
Dec.	Develop a recruitment strategy and identify possible candidates
Jan.	Develop interview questions and review interview plans
Feb.	Contact potential candidates to schedule interviews
March	Conduct interviews
April	Prepare a slate of candidates, including ex-officio members
April	Inform the Board of the slate of candidates that will be presented at the AGM and seek confirmation on the slate
April	Collect biographies from the slate of candidates and submit them to the Executive Director
April	Ensure the AGM is planned and materials are distributed by the Executive Director
April	Ensure the Executive Director has all information he/she requires for the Nominating Committee Report
April	Assign roles to other members of the Nominating Committee for the AGM
April	Explain the Nominating Committee's process to the membership at the AGM, enlisting support for the slate of candidates for the ESCC Board of Directors
May	Facilitate the election of the new Executive at the first Board meeting following the AGM
May	Organize mentoring system to assist new Board members and orient new Directors to the organization and the staff