



THE DEPOT COMMUNITY FOOD CENTRE (The Depot)

TERMS OF REFERENCE OF THE NOMINATIONS AND ELECTION COMMITTEE (the Committee)

I. Role of the Committee

The Committee is appointed by the Board of Directors of The Depot (the **Board**) to oversee the Director nomination and election process. Its responsibilities include recruiting and recommending candidates for election to the Board, and ensuring that the competencies identified in the Board-approved Competency Matrix are present on the Board to meet the current needs of The Depot's governance leadership and strategic intent.

The Committee is responsible for the discharge of such other duties as may be delegated by the Board.

II. Membership

The Committee shall be comprised of four (4) individuals appointed by the Board on an annual basis, two (2) of whom shall be incumbent Directors whose terms as Directors do not expire at The Depot's next Annual General Meeting (the **AGM**) so as to preserve the continuity of institutional knowledge, one (1) shall be a member of staff, and one (1) shall be a volunteer member (the **Committee Members**).

A Committee Member ceases to be a member of the Committee when he or she ceases to be a Director of the Board, or ceases to be a member of staff or volunteer, as the case may be, or when he or she resigns from the Committee, or is removed or replaced by the Directors.

The Chair of the Board (the **Board Chair**) and the Executive Director of The Depot shall be *ex officio* non-voting Committee Member, if not otherwise elected to the Committee.

The Board shall elect annually the Chair of the Committee (the **Committee Chair**) at the first meeting of the Board following the AGM.

All Committee Members, whether or not they are Directors sitting on the Board, are required to read, understand and adhere to The Depot's Code of Ethics, Conflict of Interest Policy and the Confidentiality Agreement entered into by each Committee Member with The Depot, and annually sign an acknowledgment to this effect.

III. Meetings

The Committee shall meet at least three (3) times per year or at such other frequency as the Committee Chair or the Committee deems necessary to fulfill its responsibilities. The Executive Director of The Depot (the **ED**) shall be invited to attend each meeting of the Committee except for the *in camera* part of the meeting.

A quorum shall consist of a majority of Committee Members, excluding any *ex officio* members. Decisions of the Committee will be by an affirmative vote of the majority of those Committee Members voting at a meeting. Meetings can be conducted in person, online or in a hybrid manner at the Committee Chair's discretion. The minutes of each meeting will be drafted by a member of the staff or a Committee Member and submitted to all Committee Members for approval.

The Committee may also act by resolution in writing or by email signed by all Committee Members.

IV. Reporting to the Board

The Committee shall regularly report on the results of each meeting of the Committee to the Board. Once approved by all Committee Members, Committee meeting minutes, supporting schedules and data received and reviewed by the Committee are to be included in the Board's consent agenda, excluding the *in camera* portion.

The Committee Chair shall, from time to time, give a presentation or verbal report to the Board.

V. Authority

For the purposes of carrying out its responsibility, including investigating any matter brought to its attention, the Committee shall have access to all relevant books, records, facilities and, acting through the Board Chair, personnel of The Depot.

The Committee may, as required and subject to advising the Board Chair, engage an outside advisor for advice and assistance at the reasonable expense of The Depot provided it is reasonable in the circumstances to do so, having regard for the not-for-profit nature of The Depot.

The Board may authorize the Committee to investigate any activity of The Depot.

VI. Responsibilities

In the discharge of its role, the Committee assumes specific responsibility for the following functions as well as any others specifically authorized by the Board:

- develop a Competency Matrix for review and annual approval by the Board;
- receive from the Board the Competency Matrix and a report identifying the competency gaps on the Board for the purpose of identifying candidates to fill emerging vacancies and to establish the most effective Board;
- establish a transparent director nomination and election process, which may include an information session, individual candidate interviews and an assessment process;
- based on the gap analysis, develop, communicate and provide to all Members a nomination package including a preferred director candidate profile (the **Profile**), other details relevant to the vacant position(s) and the nomination and election process;
- actively seek director candidates for election by soliciting nominations from The Depot's members and incumbent Directors, ensuring that the total number of individuals whose names have been placed in nomination as candidates is at least equal to the number of vacancies to be filled in the election;
- assess potential candidates using the Committee's judgment, taking into consideration the overall composition and diversity of the Board, the competencies of the candidate as compared to the Profile, the Board's leadership requirements and the overall functioning of the Board;
- endorse candidates who in the Committee's judgment satisfy the director eligibility requirements set out in this mandate, align with the Profile and who would best strengthen the Board. The Committee is not required to recommend all candidates. Non-recommended candidates that meet the requirements are still eligible to run in the election;

- in the event that the Committee decides that two (2) candidates are equally qualified and suited for an available seat on the board, the Committee may decide to present both candidates to an open election at the meeting of members; and

- oversee the election process and report the results of the election. Oversight includes the development of election rules and the authority to act if these rules are violated (including through sanction or disqualification).

VII. Complaints

Concerns or complaints relating to the Committee or its work shall be promptly referred to the Board Chair by email at boardchair@depotmtl.org and/or the Vice-Chair at vicechair@depotmtl.org. Communications received in this manner will be processed in accordance with procedures approved by the Board’s independent Directors.

No reprisal, retaliation or disciplinary action shall be taken against employees for reporting, in good faith, such concerns. The Board Chair and/or Vice-Chair shall, if requested by the complainant, keep the identity of the complainant in confidence to the extent appropriate or permitted by law.

VIII. Annual Review

The Committee shall review the adequacy of these Terms of Reference (**ToR**) on an annual basis and recommend any changes to the Board.

IX. Additional

Nothing contained in these ToR is intended to expand applicable standards of conduct under statutory requirements for the Directors or the Committee Members. These ToR amend and restate in its entirety any previous ToR or analogous document in respect of the Committee.

ADOPTED by the Board on March 28, 2024.

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