

NOMINATING COMMITTEE

Terms of Reference

1. PURPOSE

The Nominating Committee is established to assist the Board in leading the Director and Board Chair Selection Process within the limits set by the *WCA*. This work is done in collaboration with the Governance Committee and supports the Board in composing itself with the needed skills and experiences, personal attributes, and diversity required for WCB's effective governance and in nominating an appropriate Chair.

2. COMPOSITION

- 2.1 The Nominating Committee is composed of five members of the Board: the Board Chair, the Chief Executive Officer and an equal number of Directors representing workers, employers and the public interest.
- 2.2 Board Members with terms ending this Board year, and who wish to be reappointed, are not eligible to sit on this Committee.
- 2.3 All Committee members except the Chief Executive Officer have voting privileges.

3. NOMINATING COMMITTEE CHAIR

- 3.1 The Board appoints a Board member representative of workers, employers or the public interest as a Committee Chair (under the legislation, external members may not chair committees). The appointment of the Committee Chair will occur, with input from the Committee, after the Committee has been selected each year.
- 3.2 The appointment of the Chair will be reviewed annually.
- 3.3 In the absence of the Chair of the Committee, the members of the Committee will appoint an acting Chair.

4. RESPONSIBILITIES

4.1 Board Nominations

The Nominating Committee:

- (a) Ensures the package of information forming the request to stakeholders for nominees is up to date and appropriate and will regularly review the components of the package to ensure their continued suitability and effectiveness.

- (b) Receives stakeholder submissions and reviews them for accuracy and that they meet minimum eligibility requirements.
- (c) Communicates to the stakeholder on the receipt of their nominees and their acceptance or rejection.
- (d) Makes itself available, along with the Chair of the Board to discuss the rejection with the stakeholder.
- (e) Finalizes nominee lists and based on the overall assessment of nominees and the Board's needs, indicates any preferred nominees.
- (f) Notifies the Board of the full nominee lists and the preferred nominees.

The Nominating Committee:

- (g) Develops and maintains practices and/or policies around how nominees will be reviewed which can include interviews, reference checks or the use of external parties as approved by the Board.
- (h) Assesses candidates based on this policy and the Board's needs as communicated by the Governance Committee.

4.2 Board Chair Nomination

Supporting the nomination of the Board Chair, the Nominating Committee:

- (a) Develops and maintains practices and/or policies around how nominees will be reviewed which can include interviews, reference checks or the use of external parties as approved by the Board.
- (b) Assess candidates based on this policy and the Board's needs as communicated by the Governance Committee.
- (c) Notify the Board of the full nominee lists and the preferred nominees.

4.3 Other

The Nominating Committee:

- (a) Maintains effective communication with the Governance Committee, Board Chair, and Board in the performance of its duties.
- (b) Periodically performs a self-assessment of its performance as a Committee.
- (c) Reviews its terms of reference annually and makes recommendations to the Board for amendments as the Committee deems necessary.
- (d) Reviews its internal policies and practices to ensure their effectiveness.
- (e) Engages the use of external parties, contractors or advisors to support its work, as required and as approved by the Board.

History:

1. Nominating Committee Terms of Reference were established by Board Order 47/2021 on November 25, 2021 effective January 1, 2022.