



Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES

Policy #: 2.6.1

Policy: Nominating Committee Terms of Reference

Revision: Rev 3

Approval: January 26, 2022

**TERMS OF REFERENCE
NOMINATING COMMITTEE**

1. Purpose:

- 1.1 The Nominating Committee coordinates the recruitment and retention of Directors and Officers of The Flower Cart Board of Directors.

2. Responsibilities:

- 2.1 Analyze the structure and strengths of the current Board.
- 2.2 Identify the selection criteria for recruiting new Directors that will complement the skill sets of the present Board. Identify skills gaps for potential Board development.
- 2.3 Identify the Directors who will be retiring from the Board at the end of the current term.
- 2.4 Confirm with remaining Directors their intention to stay on the Board.
- 2.5 Report to the Board regarding pending vacancies, skill sets required and a list of possible candidates.
- 2.6 Create a list of prospective candidates.
- 2.7 Once known, report to the Board confirmed candidates who will let their names stand for appointment at the Annual General Meeting.
- 2.8 Provide a report to the Annual General Meeting and present, as required.
- 2.9 Present a Slate of Officers at the first Board meeting following the AGM.

2.10 Review nominating procedures and make recommendations, as required.

3. Structure:

3.1 The committee shall consist of no less than three Directors and no more than six.

3.2 Decisions are made by a simple majority vote.

3.3 The Board Chairperson will stand up the Committee each September.

3.4 The Nominating Committee reports to the Board of Directors.

4. Accountability:

4.1 The Nominating Committee is accountable to the Board of Directors.

5. Record of Amendment:

Revision #	Summary of Revision	Date Approved
Rev 0	Original Issue	March 28, 2017
Rev 1	Revised and Updated	March 25, 2020
Rev 2	Reviewed and Updated	April 27, 2021
Rev 3	Updated	January 25, 2022