

## TYPE

The CEO Search Task Group is an ad hoc task group of the Board of Directors that will be dissolved once the task is complete.

## PURPOSE

The purpose of the CEO Search Task Group is to hire the new President & CEO for Wine Growers British Columbia.

## ROLES & RESPONSIBILITIES

- Work in conjunction with the People & Culture Committee to:
  - Review and update the President & CEO roles and responsibilities, compensation and benefits.
  - Review and update the President & CEO job description.
- Work with third party search firm (Watson Board Advisors) on the recruitment process.
- Shortlist and interview prospective candidates.
- Recommend final candidate to the Board of Directors for approval.
- Work with WGBC Controller to draft letter of offer to successful candidate.

## CHAIR

- The Chair is a WGBC member winery representative.
- Annually after the election of the WGBC Board of Directors, the Board of Directors appoints Director representative(s) as Chair (and/or Vice Chair and/or Board Liaison), according to Director experience and interest, and, if necessary, to further the Board Chair succession plan.

## ROLE & RESPONSIBILITIES OF THE CHAIR

- The Chair ensures that work is undertaken in a manner consistent with the organizational direction approved by the Board of Directors.
  - i. Focus meeting to legitimate business.
  - ii. Ensure deliberation is fair, open and thorough, but also efficient, timely, and orderly.
  - iii. Empowered to Chair meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

- The Chair reports to the Board of Directors and has no authority to speak or make decisions on behalf of the Committee and/or Board of Directors, unless explicitly authorized to do so under the circumstances.
- Should the Chair not be available, the Vice Chair and/or Board Liaison may fill the role and responsibilities of the Chair.

## **COMPOSITION AND CONDUCT**

- The Chair appoints members from the Board of Directors annually according to experience and interest in the roles and responsibilities of the Committee.
- There shall be a minimum of three Board Directors.
- The Board of Directors and Chair shall make best efforts to ensure diverse regional and size category representation.
- Membership is voluntary.
- Members are to act in the best interest of WGBC members and are required to sign (annually) and comply with the Board of Directors approved Code of Conduct.
- Any member missing two meetings without advising WGBC will be asked to step down.

## **MEMBERSHIP**

The CEO Search Task Group Committee is comprised of:

- Paul Sawler, Dirty Laundry Vineyard (Chair)
- Vincent Ong, Andrew Peller Ltd.
- Lauren Skinner, Painted Rock Estate Winery
- Miles Prodan, WGBC President & CEO (ex-officio)

## **MEETINGS**

- Meetings will be held (in person or virtually) when called by the Chair, but no less than two times per year.
- Meeting quorum: Majority.
- The meeting agenda will be set by the Chair, with input from President/CEO, and provided to members in advance of the meeting. Agenda topics will relate only to business of the Committee and its specified goals and deliverables.
- Meeting minutes are to be circulated to Committee members and posted in the virtual WGBC Board Binder following each meeting.

## **DECISION MAKING, ACCOUNTABILITY & REPORTING**

- The standing committee only has the authority to make recommendations to the Board of Directors.
- Decisions are to be made by majority vote.
- Recommendations to Board of Directors through Chair and/or Board Liaison.
- Reports to Board of Directors through Chair and/or Board Liaison following each meeting.

## **RESOURCES**

- Staff resources will be provided through the President and CEO.
- Members are responsible for their own expenses in relation to participating.

**Terms of Reference Monitoring: Annually in September**