

TYPE

Member Committee supporting the work of the organization composed of mainly members at large with a link to through to the Board or Management through a certain number of seats.

PURPOSE

The purpose of the Nominations Committee is to assist in the recruitment of new Board and committee members in accordance with WGBC Bylaws and the Societies Act to ensure strong, diverse leadership for the Society.

ROLES & RESPONSIBILITIES

- Work with the Governance Committee to review board skills assessments to determine needs for future recruitment of member and independent directors.
- Ensure the Board and committees include diverse regional and demographic representation.
- Nominate a slate of new directors for upcoming elections based on skills and diversity requirements dictate.
- Review process for Board and committee nominations and appointments and, as applicable, recommend updates as required.

CHAIR

- The Chair is a WGBC board director
- 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 WGBC membership annually according to experience and interest in the roles and responsibilities of the Committee.
- Members at large will submit an expression of interest to the board to participate noting their relevant experience to the task.
- The Board of Directors and Chair shall make best efforts to ensure diverse regional and size category representation.
- There shall be a minimum of three Board Directors and three members at large.
- 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 Nominations Committee is comprised of:

1. Paul Sawler, Dirty Laundry Vineyard (M) (Chair)
2. Board Member (L)
3. Board Member (S)
4. Member at Large
5. Member at Large
6. Member at Large
7. Miles Prodan, WGBC President & CEO (ex-officio)
8. Gail St. Croix, WGBC Controller (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, approved at the following Committee meeting 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.
- Any member with a potential conflict of interest shall declare such conflict when they are appointed or at the start of any meeting at which they may be conflicted for a topic for discussion. An individual will recuse themselves from any discussion when in conflict.
- 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