

TERMS OF REFERENCE

NOMINATIONS COMMITTEE

1. Introduction

- 1.1. The purpose of the YMCA Nominations Committee is to make recommendations to the Board regarding the composition of the YMCA Board of Directors. Its guiding principle is to choose the best candidate to fill the vacancy. However, in so doing, it shall endeavor to seek personal and professional qualifications of a nominee and the representational needs of the Board.
- 1.2. The YMCA Nominations Committee's activities shall be guided by the YMCA Constitution. The Nominations Committee shall also be guided by the need for transparency in its decision-making process balanced with issues of privacy and propriety in order to maintain a respectful, fair and judicious environment. While it must have discussion amongst itself and other parties of a proprietary nature, it must also ensure that the discretion is maintained. The Nominations Committee will seek to obtain transparency via periodic reporting to the YMCA Board of Directors, regarding its objectives, processes and results of nominations.

2. Roles and Responsibilities

- 2.1. The responsibilities of the YMCA Nominations Committee are to recommend to the Board:-
 - (a) The candidates to be elected to the Board;
 - (b) The filling of any vacancies on the Board as they may arise;
 - (c) The candidate to be elected to Offices
 - (d) The Board members to serve on the Audit Committee; and
 - (e) Removal of a Director during the Director's term of non-performance or other good cause.
- 2.2. Each member shall sign an annual statement declaring that they will act in the public interest and with integrity in discharging their role within the Nominations Committee.
- 2.3. In accordance to the YMCA Constitution, Nominations Committee will issue a call for nomination to the YMCA Full Members, 21-day prior to the Annual General Meeting. The Nominations Committee will specify a deadline for its call for nominations. Between the deadline and the AGM, Nominations Committee will consider all nominations submitted by member bodies. It will consider the qualifications and experience of each candidate keeping in mind the needs of the Board and the impact of the nominee might have on the composition of the Board. To the extent possible, it will do the necessary professional checks of nominees prior to reporting to the Board.
- 2.4. At the time that the Nominations Committee presents its decisions concerning the composition of the Board, the Nominations Committee will present a report to the Board which will detail the number of nominations received for each vacant Director's position and relevant information.

- 2.5. The Nominations Committee will advise member bodies of the outcome of the nominations at the AGM.
- 2.6. The YMCA Nominations Committee will begin to identify key issues or considerations for the following year's nominations cycle.
- 2.7. The Nominations Committee will present a final report to the Board on the year's nominations cycle and processes followed.

3. Representation

- 3.1. The YMCA Nominations Committee shall comprise the President as ex-Officio and no less than 4 Board of Directors, in addition to the General Secretary who shall serve as the Secretary of the Nominations Committee. As the Secretary to the Nominations Committee, the General Secretary shall have speaking rights but not voting rights and is not subject to rotation requirements.
- 3.2. The President, in consultation with the Nominations Committee, will make recommendation to the Board regarding the composition of the Nominations Committee. The composition of the Nominations Committee shall be approved by the Board.
- 3.3. Each term of office for the Committee (including the Chairman) shall be from the date of appointment until the reappointment of committees at the next Annual General Meeting.

4. Governance

- 4.1. The meeting quorum shall consist of one third of committee members in attendance. In order for the meeting to proceed, the Chair or his nominee should be present.
- 4.2. Attendance at committee meetings shall be recorded for governance purposes.
- 4.3. Committee decisions shall be made by simple majority. In the event of a tie, the Chairman has the casting vote.

5. Review of Terms of Reference

- 5.1. The terms of reference for this committee shall be reviewed every two years to ensure its relevance.