



# Terms of Reference

## Nominations Review Committee

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- The AIBC operates under a policy governance model through which council and operational boards and committees are established to assist AIBC council and staff in developing and implementing policies and programs in fulfillment of legislative requirements, council policy and organizational priorities.
- AIBC boards and committees are governed by the *Architects Act*, institute bylaws, council policies (1.9 and 2.14), the *Code of Conduct Including Conflict of Interest Guidelines for AIBC Council, Boards, Committees, Task Forces and Representatives*, and the Volunteer Handbook, as applicable.

<b>Established:</b>	November 2017
<b>Type:</b>	Council: (Standing)
<b>Chair:</b>	
Appointed by:	Council
Term:	1 year, renewable
<b>Members:</b>	
Appointed by:	Council
Term:	1 year, renewable
<b>Committee Selection Criteria:</b>	Elected or Appointed Council Members (current); Immediate Past President Council Liaison; Members-at-large able to further committee mandate and specific assignments
<b>Committee Composition Requirements:</b>	LG Appointees (2, including one appointed as committee chair); Immediate Past-President, Council Member-at-large (1); Member-at-large (1)
	Given the committee’s mandate, including its recruitment and assessment obligations, no architect member of the committee is eligible to run for council election in the year the member serves on the committee. All architect committee members will be required to sign an undertaking confirming this understanding and commitment as a condition for committee appointment.

Committee Members		Composition (as applicable)	Appointment Date
1.	Michelle Rupp	LG Appointee - Chair	November 14, 2017
2.	Barbara Brink	LG Appointee	November 14, 2017
3.	Darryl Condon	Architect AIBC Immediate Past-President	November 14, 2017
4.	John Bass	Council Member-at-large	November 14, 2017
5.	Pierre Gallant	Architect AIBC Member-at-large	January 15, 2018
Staff		Position	
1.	Mark Vernon CPA, CA, CPA (IL)	CEO	
2.	Tracy Tough	Executive Coordinator	

### 1.0 Mandate:

- The Nominations Review Committee is mandated to assist council in discharging its responsibilities related to council policy:

*2.2.10 Plan for the succession and diversity of the council and ensuring that members of council have the appropriate competencies for fulfilling their roles and responsibilities.*

- The purpose of the committee is to fairly and objectively seek, evaluate and assess qualified candidates (Architects AIBC) to be recommended to the AIBC membership, for election to the council, in the normal course, at the Annual Meeting. The nominations review process must:
  - Be open and transparent;
  - Allow candidates to be assessed against the needs of the Institute;
  - Ensure a democratic process whereby all candidates nominated as per Bylaw 21.0 will be included on the election ballot, should they so choose to move forward for election to council;
  - Support diversity; and
  - Be active in the recruitment of suitable candidates.
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### 2.0 Specific Assignments:

- Liaise with the governance committee to confirm the competencies and recruitment requirements of council, giving full consideration to succession planning for council members, taking into account the challenges and

opportunities facing the institute, and the skills and expertise needed on council in the future.

- Develop a candidate assessment process to determine the suitability of candidates for council membership, which fairly and objectively evaluates candidates, and which may include the following components:
  - Evaluation criteria, including relevant skills, diversity, competencies, representation, and personal qualities and behavior skills.
  - An evaluation tool to assess each candidate against the criteria.
  - An interview process (as deemed appropriate and early in the process).
  - A feedback mechanism for those candidates not indicated on the council election ballot as having met the criteria by the nominations review committee.
- Review all council candidates nominated by the members, both during and following the annual call for nominations period according to the evaluation process.
- Actively seek out prospective council members.
- As required, liaise with the council president and the governance committee with regard to the annual councilor self-assessment process, in order to inform the competencies required for the nominations review process.
- Maintain confidentiality in its deliberations and assessment process while maintaining transparency in its process.
- Communicate with AIBC members regarding the Role Call for the member-at-large position on the nominations review committee.
- Communicate to the AIBC members the names of all nominated candidates who choose to seek election to council, and indicate the ones assessed as having met the criteria for election to council.
- On an as-needed basis, recommend to council any candidates to appoint mid-term, should a council member resign before his/her term is up.
- Ensure that the institute has a consistent roster of high-quality candidates.
- Annually evaluate the process it follows and the tools used in evaluating candidates with a view to process improvements, transparency and accountability.

- 3.0 Deliverables:
  - A roster of qualified council candidates (ensuring submission of nomination forms by the date set each year).
  - Documented and transparent evaluation criteria, processes and tools.
- 4.0 Reporting:
  - Inform council and members per sections 5.0 and 6.0 (respectively) of the *Guidelines and Procedures for Council Committees, Task Forces and Working Groups*
  - Keep council updated on the initiative.
- 5.0 Liaison with Internal and External Groups/Associations:
  - Council
  - Governance Committee
  - CEO
- 6.0 Scheduled Meetings:
  - Attendees: Only members of the committee have the right to attend committee meetings. However, other individuals such as the CEO, the Manager of Human Resources, and external advisers may be invited to attend for all or part of any meeting, as and when deemed by the committee to be appropriate and necessary.
  - When: To be determined by the committee in order to meet its obligations
  - Place: AIBC offices and/or, video/teleconferencing
- 7.0 Quorum:
  - A quorum for any meeting of the committee will be the majority of the members of the committee present in person, and/or by video/teleconferencing.
- 8.0 Amending the Terms of Reference
  - The Terms of Reference may be revised by the council upon the recommendation of the committee or CEO or upon a change of members.