

## OPMA Nominating Committee Terms of Reference

Approved: September 25, 2024

### Purpose

The Nominating Committee is tasked with assessing Director nominees annually. This Committee will present a shortlist (slate) of candidates for vote by the membership at the Annual General Meeting (AGM).

### Functions

The core function of the Nominating Committee is to assess Director nominees annually. The Nominating Committee will annually evaluate nominees to ensure diversity of gender and industry sector as well as meeting the required Board competencies for the open positions. It may be possible that not all nominees would be included on the final slate.

#### Role of the Nominating Committee

1. Develop a process for selection of nominees and gain board approval for the process. This may include changes to the nomination requirements and an interview process.
2. Assess all nominations according to pre-set selection process and criteria.
3. Compile the final list ('the slate') of nominees for member vote. This slate would be provided to the Governance Committee and Board for informational purposes only.
4. Serve two-year Committee terms, facilitating staggered transitions to maintain institutional knowledge.

#### Role of the Governance Committee in nominations:

1. Determine annually the skills/competencies required that year for Board approval and advise the Nominating Committee accordingly.
2. Annually review the composition of the Nominating Committee and make recommendations to close any gaps.
3. Review the selection process annually in collaboration with the Nominating Committee and provide any proposed changes to the Board for approval.
4. Encourage nominations.
5. Review the slate of nominations without the power of approval.

#### Role of the Board in nominations process:

1. Review and approve the required skills/competencies for nominations each year.
2. Review and approve any proposed changes to the selection process proposed by the Governance Committee.
3. Encourage nominations.
4. Review the slate of nominations without the power of approval.

### Membership

The Nominating Committee is comprised of five (5) members, including the Immediate Past Chair as Committee Chair and four (4) OPMA members who are not currently serving on the Board. This ensures that the Committee is independent from the Board but still has guidance from someone familiar with the governing work of the Board (Past Chair).

The OPMA will seek to ensure representation from different areas of member companies such as marketing, sales, management, quality control, logistics etc. Companies may only have one representative on the Nominating Committee.

**Appointment of Members**

Nominations for the Nominating Committee positions will be voluntary and allocation of the positions will be coordinated by the OPMA President and the Governance Committee.

**Duration of Membership**

Each member is appointed for a period of two (2) years. Upon completion of this period, an individual may nominate for re-appointment.

**Invited Guests**

On occasion, the group may invite external stakeholders (e.g., an external consultant with expertise in nominations processes).

**Secretariat**

The OPMA President will provide secretariat support for all activities of the Nominating Committee.

**Meeting schedule**

Meetings will be scheduled quarterly and may also be called on an as-needed basis, dependent on issues arising. Quarterly meetings will be held via a video meeting platform (e.g., Zoom).

I hereby agree to abide by the Terms of Reference set out above.

**Name:**

**Member**

**Company:**

**Signature:**

**Date:**