Policy Name: GP-5.2 Nominations Committee Terms of Reference
Policy Type: Governance Process
Date Approved: May 26, 2008

1. Purpose/Product:
   1.1 To prepare a list of eligible candidates for election to the Board. The Committee will strive to obtain at least two candidates for each vacant position.

   1.2 To undertake due diligence in ensuring that the candidates presented to the Board are eligible for nomination as a Board member and have agreed to serving in the position for which they are nominated if they are elected.

   1.3 To ensure that nominees are provided with sufficient information about the level of commitment and the role of Board members so they can make an informed decision on whether to put their name on the election ballot.

   1.4 To ensure that sufficient biographical data is received from nominees to assist registered voting members in determining suitability of each nominee for the Board positions for which they are nominated.

   1.5 To strive to receive from the membership, candidates for positions on the Board who have characteristics appropriate to the governance role enabling them to govern, not to manage, BCWWA. These characteristics include:

   • Commitment to linking with the ownership and the industry, recognizing that they represent a membership consisting of diverse people and are willing to make best efforts at understanding that diversity.
• Ability to contribute intellectually to debate on issues but with due respect for the diverse viewpoints and the opinions of others.

• Ability to be visionary, take a long term view and see the big picture.

• Interest in and capability to discuss the values underlying the actions taken by BCWWA and to govern through the broader formulations of these values.

• Willingness and commitment to honoring Board decisions once they are made.

• Understanding of the distinction between their personal interests as customers of BCWWA services and their obligations to speak for others as a representative of the membership.

• Commitment not to make judgments without considering previously-stated policy.

2. **Composition:**
   2.1 The Nominations Committee will be chaired by a Past President and will include at least two other members of the Association as appointed by the Board.

   2.2 Members of the Nominations Committee should be well-connected with a broad cross-section of industry and membership, and have an understanding of Board activity and processes and leadership needs of the Association.

3. **Authority:**
   3.1 To receive and verify nominations for elections considering the following eligibility criteria:

   3.1.1 Compliance with BCWWA Bylaws requirements.

   3.2 The Committee has no authority to expend funds of the Association except as budgeted for the nomination process in accordance with this policy.
4. **Term of Office:**
   4.1 Appointments shall normally be made at the first Board meeting following the AGM for a term of one year.

5. **Reporting:**
   5.1 At least once a year, the Nominations Committee will provide a written report and/or meeting minutes to the Board and the Elections Committee on the nominations process along with biographical data on the candidates.

6. **Meetings and Quorums:**
   6.1 Meetings: As required
   6.2 Quorum: A quorum is achieved when more than 50% of members are in attendance.
   6.3 Accurate written minutes of each meeting will be prepared and maintained in the Association office.