



Nominations and Appointments Committee Charter

Purpose of this Nominations and Appointments Committee Charter

This Charter:

1. Sets out the mandate of the committee
2. Outlines the composition of the committee
3. Outlines the required knowledge and skills
4. Outlines the specific duties and responsibilities of the committee
5. Outlines the operating principles and procedures
6. Reviews the reporting and communications process
7. Outlines the committee's right for information and independent advice

1. Mandate of the Nominations and Appointments Committee

Reporting to the Governance and Nominating Committee (GNC) and the General Assembly Steering Committee (GASC), the Nominations and Appointments Committee (the "Committee") has responsibilities for facilitating recruitment and making appointments of qualified members to serve on the panels and working groups of the General Assembly. The Committee supports the promotion, and the recruitment qualified candidates stand for election to the GASC and to the OMA Board of Directors.

2. Composition

The Committee shall be comprised of five members appointed jointly by GASC and GNC. Each member of the committee shall not be an employee of the OMA or a member of Management. The Immediate Past-President of the OMA will be an ex-officio non-voting member. The other qualified individuals appointed to the Committee must not be Directors of the OMA or members of the GASC.

The Committee will select its own Chair and Vice-Chair from the committee composition above.

3. Knowledge and Skills

The following skill set is normally looked for in the selection of committee members:

- Knowledge of the organization and its governance structure
- Previous experience in candidate recruitment, selection, motivation, evaluations of directors, senior executives and committee members
- Knowledge and experience related to Equity, Diversity, and Inclusion
- Demonstrated leadership skills
- Well developed interpersonal, collaboration and conflict resolution skills

It is not necessary for any one member of the Committee to possess all of the skill set items. However, each skill set item (and parts thereof) should be present in the Committee's composition

4. Nominations and Appointments Committee Responsibilities

- a. To identify, evaluate and appoint qualified candidates:
 - i. as members of the General Assembly Panels;
 - ii. as members of the General Assembly Working Groups;
 - iii. if requested by the CEO, as members of advisory CEO committees;
 - iv. if requested by the Board or CEO, recommend OMA members as candidates for external committees or agencies; and
 - v. other positions as requested by GASC, GNC, or the Board.
- b. To identify and support the recruitment of qualified candidates to stand for election for the following positions:
 - i. GASC members
 - ii. Chair of the GASC
 - iii. Vice-Chair of the GASC
- c. Work closely with external third-party partner to support the recruitment and election of qualified candidates to the OMA Board of Directors.
- d. Regular reporting on all committee activities and decisions, including:
 - i. Quarterly to the GASC and the GNC;
 - ii. Annually to the OMA membership at the Annual General Meeting.

For the purpose of carrying out its responsibilities, the committee shall normally, but not necessarily:

- i. receive from the GASC, GNC, or the Board approved selection criteria that would make individuals qualified for appointment or election;
- ii. consult with and seek recommendations from the CEO and selected designates regarding the appointment of members to panels and working groups;
- iii. develop processes to identify potential candidates to stand for nomination for the elected and appointed positions of the Association referred to in Section 2(a), (b), and (c);
- iv. issue a call to all eligible members for nominations for the elected and appointed positions referred to in Section 2 (a), (b), and (c) while bearing in mind the desire for a Board, General Assembly and Committees that are balanced as to gender, expertise and diversity, identify and encourage those available individuals who are best suited for making a contribution to the strategy and future direction of OMA to stand for election or appointment to the positions referred to in Section 2 (a), (b), and (c);
- v. oversee the dissemination of information about appointment and nominations processes;
- vi. identify and report any issues with OMA policies, procedures and by-laws related to recruitment and appointments to GASC and GNC, and
- vii. report on any other matters necessary to meet the purposes of the committee.

5. Operating Principles and Procedures

The Nominations and Appointment Committee shall fulfill its responsibilities within the context of the following principles and procedures:

a. Committee Values

The Committee will act in a manner that values the contribution of the staff and Management of the OMA. It expects its committee members to operate in compliance with the OMA's Code of Conduct and policies and with all applicable laws and regulations governing OMA.

b. Annual Work Plan

The Committee shall develop and present to the GNC and GASC an annual work plan which, amongst other things, will describe the activities in which the committee will engage for the purpose of carrying out the responsibilities as set out in this Charter.

c. Meeting Agenda

Committee meeting agendas shall be the responsibility of the Chair of the Committee in consultation with the committee members and the CEO.

d. Committee Expectations and Information Needs

The Committee shall communicate its expectations to the GASC, the GNC, and/or the CEO with respect to the nature, timing and extent of its information needs. The Committee expects that all reasonably required and available information (including accepted NSC minutes) relating to each matter to be dealt with at its meetings will be received within a reasonable time frame in advance of each committee meeting (e.g. 5 days).

e. Committee Self Assessment

The Committee shall periodically review, discuss and assess its own performance, role, responsibilities and terms of reference as specified in the Charter.

f. Committee Meeting Logistics

- i. The Committee shall meet quarterly, or more frequently as circumstances dictate. Meetings shall be held at the call of the Chair or upon the request of two (2) members of the Committee;
- ii. A quorum shall be a majority of the members;
- iii. The Governance Department shall act as Secretary of all meetings of the Committee;
- iv. In the absence of the Chair and Vice-Chair, the Committee members present shall appoint an Acting Chair;
- v. A copy of the minutes of each meeting shall be provided to each member of the Committee routinely and, when requested, to any member of GNC or GASC in a timely fashion.

6. Reporting and Communications

The Chair, and where warranted the other members of the Committee, are expected to have direct, open and candid communications throughout the year with the GNC, GASC, the CEO and other key advisors as applicable.

Reporting to the GNC and the GASC, the Committee, through its Chair, shall report after each meeting all action taken by the Committee.

7. Information and Independent Advice

The Committee will have access to all existing OMA information, documents, and records that it determines is necessary to carry out its duties and responsibilities (except in camera records or restricted embargoed records), including any and all reports from external counsel including a lawyer, accountant, consultant or any other advisor/professional.

In contributing to the Committee fulfilling its duties under this Charter, each member of the Committee shall be entitled to rely in good faith upon: (i) any report or advice of an officer or employee of the OMA, if it is reasonable in the circumstances to rely on the report or advice; or (ii) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.