

Nominating Committee — Terms of Reference

Amended December 2024

A. STATUS

The Nominating Committee is a committee appointed by the Board of Directors. The work of the Nominating Committee is guided by the bylaws of AIUSA, these Terms of Reference and the Nominating Committee Handbook. The Committee reports as needed at meetings of the Board. The Committee will have an annual budget.

B. MANDATE

The Nominating Committee recommends to the Board of Directors potential Directors and Global Assembly delegates. It assists the Board with succession planning.

C. OUTCOMES

- i. An application form for Board candidates that complies with the by-laws and aligns with the priorities set by the Board Chair and Vice Chair in accordance with the Board Composition Grid updated by the Governance Committee every six years.
- ii. An annual recruitment plan for prospective Board candidates.
- iii. A list of recommended nominees that is presented to the Board of Directors for approval comprising no less than the number of vacancies which will exist on the Board after the conclusion of its then current term and including nominees who collectively meet the then current skills, experience, expertise, attributes and governance needs of the organization.
- iv. Education of the electorate regarding the roles of the board and NomCom, application processes and elections.
- v. A list of recommended nominees for the next NomCom presented to the Board of Directors for approval comprising the number of vacancies which will exist on the NomCom after the conclusion of its then current term.

D. COMPOSITION

The committee shall be composed of five to seven non-board members of AIUSA appointed by the Board. The committee shall select the chair from among its membership. Members of the committee cannot concurrently stand for election to the Board of Directors . The work of the Committee shall be supported by the Board and Governance Committee.

E. TERM OF OFFICE

The term of each member of the committee shall be two (2) years.

F. MEETINGS

The Committee will meet monthly, guided by its the handbook and suggested agenda templates for each month. This will include, when and where feasible, one in-person meeting to determine the slate of candidates for the Board of Directors and virtual

meetings for the remainder. The Committee will communicate regularly with the Board and the Governance Officer or another designated staff member. Each Committee member will attend a portion of at least one Board meeting as part of onboarding. One co-chair will attend a portion of each board meeting. A representative of the Committee conducts the election of the Board officers at the first quarterly meeting of the Board after the special election meeting. Each year begins with an August onboarding and training for all NomCom members guided by the Handbook.

G. AUTHORITY

- i. The committee has authority to spend funds required for travel to in-person meetings if such meetings are required. Such funds will be determined in coordination with staff.
- ii. The committee has authority to use staff resource time normal for administrative support around meetings.
- iii. The committee may propose a slate of candidates for final approval by the Board of Directors.
- iv. The committee has no authority or role in the petition candidate process.

Drafted by Ira Lefton - February 25, 2021

Updated by Rachel Krinsky of Alford Group – August 1, 2024