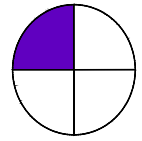


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP8

Policy Name: Nominating and By-Law Committee

Page #: 1 of 2

Creation Date: May 17, 1999

Effective Date: May 27, 2019

Monitoring: February

The Board will annually appoint a Nominating and By-Law Committee to oversee the recruitment of new board members and to review the Thunder Bay Counselling's By-Laws no less than every five years. The Board is committed to embedding inclusivity and anti-oppression in all aspects of its governance and seeks to foster a Board of Directors that is reflective of its ownership and inclusive of racial and minority groups consistent with the Ontario Human Rights Code.

1. Membership of the Nominating and By-Law Committee will be appointed by the Board of Directors and consist of three Board members.
2. The Nominating and By-Law Committee is responsible for monitoring the terms of board members and insuring continuity of governance through staggered terms.
3. Recruitment for board members will be an open and transparent process fostering membership that is reflective of its ownership and inclusive of diverse representation. Candidates who support a balanced representation and reflect the diversity of the communities serviced will be encouraged.
4. Identified candidates for the Board of Directors will provide the Nominating and By-Law Committee with an expression of interest either verbally or in writing outlining knowledge, skills and governance experience.
5. The recruitment process will include meeting with potential candidates and the completion of an application package to ensure balanced representation and potential candidates have the characteristics outlined in Policy GP12.
6. The Nominating and By-Law Committee will prepare and submit a list of nominees to the Board of Directors for consideration at the board meeting prior to the Annual General Meeting.
7. At the Annual General Meeting, the Nominating and By-Law Committee shall present the slate of directors standing for election, both in writing and verbally. Nominations will not be accepted from the floor.
8. Should any director of the Board resign before completion of their term, the recruitment process will apply. If more than one person applies for the position, the Board will vote and a simple majority wins the vote.
9. The Nominating and By-Law Committee shall review the By-Laws every 5 years or as needed, to ensure the By-Laws conform to changing circumstances and legislation. Recommendations for

amendments will be approved by the Board of Directors and ratified by the membership at the Annual General Meeting.