

NOMINATING COMMITTEE TERMS OF REFERENCE

TYPE: Standing Committee

PURPOSE: The committee is responsible for ensuring, on a continuing basis, that the Board of Directors of CORK is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to CORK. It is defined in section 1.01 of CORK's By-Law no 1 as "a standing committee that is primarily responsible for seeking nominees for election to the Board, as such committee may be more particularly described by Board approved policy." The By-Law thus leaves to the Board to determine the particulars of the Committee, including its composition and details of its role and duties.

SPECIFIC AREAS OF RESPONSIBILITY:

1. Identify and recruit qualified individuals to stand for election as directors.
2. Review and assess candidates (including any nominated by the membership)
3. Ensure that candidates for election meet the qualifications to serve as a director
4. Ensure that members are timely reminded of their right to nominate candidates for election to the Board, as well as of any particular needs identified by the Board
5. Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a director
6. Promote regional representation in the composition of the Board by recruiting candidates locally as well as from other regions
7. Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences, however noting that qualifications and skills of candidates are the priority
8. Have regard to the specific and desired core competencies required on the Board as a whole in soliciting nominations, including any particular needs suggested each year by the Committee and confirmed or otherwise identified by the Board. The Committee shall also consider the Board policy on the length of service of directors adopted on February 5, 2024
9. Provide a report to the membership as to its recommended slate in accordance with CORK's By-Law No. 1
10. Where appropriate, identify individuals for future nomination as directors and maintain this information for use in the future
11. Such additional duties as may be delegated to the Committee by the Board from time to time.

The Committee will carry out these duties in a manner that encourages a long-term view of CORK's leadership needs, as well as Board succession planning.

The Board considers the role of the Committee as recommending in the normal course a slate of candidates equal in number to the vacancies to be filled on the Board that year; however it may

recommend to the membership (for 'ranked' voting in accordance with section 4.05 (b) of By-Law No 1) an 'unranked' slate of a greater number of candidates.

COMPOSITION

The Committee is to be composed of three individuals: (1) a currently sitting director; (2) a former director and (3) a person who has not served on the Board. The Board shall appoint the members of the Committee and its Chairperson each year as soon as reasonably possible after the Annual Meeting. None of its members may be seeking election to the Board in the next following election. The currently sitting director is not eligible to chair the Committee. Each of the other two members may be appointed for a term of up to three years. The Committee may meet by electronic means and/or in person, as required, with meetings held at the call of the chair.

TIMEFRAMES AND REPORTING: . The Committee's report may be in the form attached, or providing at least the same information. The Nominating Committee will review and assess all prospective candidates and finalize nominations following the expiry of the deadline for member nominations (set out in section 4.05(d) of By-Law No 1) and will circulate its report in advance of the AGM in accordance with the By-Law. Note that any candidate nominated by a member in accordance with section 4.05(d) will be reviewed by the Committee, referenced in the Committee's nomination report, and will appear on the ballot for election whether or not included in the Committee's suggested slate of nominees.

In the exceptional event of a vacancy on the Board, to be filled in accordance with section 4.07 of By-Law No 1, the remaining directors may request that the Nominating Committee provide its recommendation regarding filling such vacancy.

APPROVAL/REVIEW DATE: Approved by the Board of Directors – September 4, 2024

Review Date – every five years