

UNTDA Governance and Nominating Committee (GNC) Report

14 March 2023

Submitted by Jennifer Bennett, GNC Chair and Bob Blakely, GNC Vice Chair

In accordance with the draft Board Restructuring document and draft Policy Manual provided to the Board, the Governance and Nominating Committee (GNC) has launched with the following initial membership composition:

- Jennifer Bennett, Chair
- Bob Blakely, Vice Chair
- Marta Mulkins
- Ross Connell
- Current serving NCM or CFR (awaiting confirmation)
- A retired NCM (awaiting confirmation)

The Chair and Vice Chair completed the first step of the nominating process by seeking confirmation from current members of the Board of their interest in standing for election at the next Annual General Meeting. Thank you for your timely responses to the survey that was sent out in February.

Here is a summary of the results from the survey, with responses from all 13 of the current Directors:

- 8/13 current Directors have expressed interest in continuing as a Director.
- 5 have declined for a variety of reasons.
- 3/4 of the current Executive Committee members have expressed an interest in continuing.
- 1 has expressed interest in being nominated and continuing as the Chair for one year.
- 1 has expressed interest in being nominated as Treasurer.
- The 2nd VP expressed willingness to step down to allow an NCM to be nominated for a position on the Executive.
- 1 current Director not currently on the Executive has expressed interest in being nominated as Chair, 1st VP or 2nd VP.
- 3 current Directors have expressed interest in being considered as a Committee Chair.
- Several noted that they would like to wait until after the AGM to consider Committee or Executive appointments.
- 7 are interested in serving as members of various Committees, 1 other offered to help as required.
- There is currently a mix of 4 UNTDies and 4 post UNTD amongst the 8 Directors interested in continuing.

The geographical distribution of the 8 current returning Directors is:

- 5 from Ontario
- 1 from Alberta
- 1 from Quebec

- 1 from Manitoba

If we are aiming for a Board of 20 members and greater diversity of location and representation across NCMs and post UNTD, we will need to attract 12 new Directors with greater representation from BC, Quebec, and Atlantic Canada that collectively possess a range of specific skills and expertise needed for the Board to fulfill its governance roles and responsibilities and possess the time necessary to fulfill their responsibilities to the Association.

Putting together the new Board in May 2023 will be challenging and while geographic/regional coverage is important, at this stage in the Association's recommissioning, it of primary importance that Board membership reflects competence, greater diversity, interest, and a willingness to contribute.

Current Directors who have expressed an interest in continuing will not be required to submit a nomination form, but will be screened by the GNC as per the Policy Manual before being confirmed on the slate of Directors at Large for election at the AGM,

Having determined the number of forecast vacancies and the profile of skills and expertise of incumbent Directors, the most urgent next step will be the proactive search for suitable and willing candidates for nomination.

While it will be the Co Chairs of the Governance and Nominating Committee that will send out the call for nominations and invitation for formal applications by interested individuals on a standard application to submitted to the Committee, all current Board and Association members should be proactive in seeking out and confirming interest of potential nominees who meet the desired criteria spelled out in the Policy Manual.

Current members may recommend a nominee after confirming their interest and having them complete the nomination form. Individuals may also self nominate and submit their form and supplementary information to the GNC.

The Governance and Nominating Committee shall evaluate the candidates, including current Directors, against the criteria set out in the Guidelines for the Selection of Directors and Governors. Applicants who do not meet the guidelines will be advised of their ineligibility to serve as a director.

The Governance and Nominating Committee shall develop a short-list of candidates for the available positions and may, where appropriate choose to Interview the candidates. By mid April, the GNC will recommend to the Board a slate of candidates and subject to the Board's approval, the slate will be recommended and provided to the members for election or acclamation at the Annual General Meeting at least 21 days prior to at the Annual General Meeting.