



TORONTO COMMERCIAL REAL ESTATE WOMEN

Nominating Committee Mandate

1. Role and Responsibilities

The role of the Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") of the Toronto Commercial Real Estate Women (the "Corporation") by seeking out, evaluating and recommending qualified candidates to fill vacancies on the Board as well as vacancies in the Chair/Co-Chair and Vice Chair/Co-Vice Chair positions of the various Committees of the Board, and the CREW Network Delegate (the "Delegate").

2. Reporting

The Committee will report to the Board. The Board liaison will be the President Elect. A monthly written update is to be provided for Board review and quarterly updates provided at the leadership meetings.

3. Composition of Committee

The Committee shall be comprised of no fewer than five people:

- (a) President Elect;
- (b) 4 members of the Corporation, at large. In selecting such members, consideration should be given to whether or not such members are likely to know candidates and be in a position to assess the candidate's suitability for the position. As an example, former Chairs or members of the Membership Committee or the Marketing and Communications Committee may have interacted with a broad cross section of members.

The Chair and Vice Chair of the Committee will be one of the 4 members at large. Prior to each call for candidates, the Chair shall consult with each member of the Committee (other than the President Elect) as to whether or not she/he wishes to be considered for a position. Any member (including the Chair) who wishes to stand for a position that is available (other than the Chairs of the Past Presidents Advisory Council) must recuse herself from the Committee with respect to all matters related to such position. The Chair (or if she has recused herself, the Vice Chair) may appoint one or more replacement members for deliberations related to such position. If the Chair has resigned, the Vice Chair will act as Chair. Each member of the Committee will hold office until she/he resigns or until the appointment is terminated by the Board. The Chair(s)/Vice Chair(s) should read and be familiar with the CREW Network Playbooks, specifically the Chapter Operations Playbook.

4. Logistics/Communication

- Create and keep the Committee team organized and focused
- Set meeting dates, agendas, and update Committee as required
- Distribute meeting agendas/minutes of meetings to Committee
- Report to the Board on Committee activities/updates as required
- Determine activities and create "To do" lists as required
- The Committee will liaise with the Chair/co-Chairs and Vice Chair/co-Vice Chairs of the various other Committees to discuss potential candidates for leadership positions.

5. Vacancies

Vacancies for which the Committee must nominate candidates will occur four times a year:

- (a) Directors – to be elected directors at the annual general meeting of the Corporation (normally held in early March).
- (b) Chairs/Co-Chairs and Vice Chairs/Co-Vice Chairs of each of the Committees below – to be appointed by the Board on April 1 of each year:
 - (i) Governance and Audit Committee;
 - (ii) Nominating Committee;
 - (iii) Past Presidents Advisory Council; and
- (c) Chairs/Co-Chairs and Vice Chairs/Co-Vice Chairs of each of the Committees below – to be appointed by the Board on July 1 of each year:
 - (i) Marketing and Communications Committee;
 - (ii) Programs Committee;
 - (iii) Sponsorship Committee;
 - (iv) Scholarship Committee; and
- (d) Chairs/Co-Chairs and Vice Chairs/Co-Vice Chairs of each of the Committees below – to be appointed by the Board on November 1 of each year:
 - (i) Golf Committee;
 - (ii) Mentorship Committee;
 - (iii) Foundation Committee;
 - (iv) Membership Committee;
 - (v) Real Jobs Committee;
 - (vi) The Delegate; and

Each April 1, July 1 and November 1 is called a "Vacancy Date".

6. Nominations

- (a) The Committee will issue a call for nominations for the Board at least 20 weeks prior to the annual general meeting of the Corporation. The Committee will issue a call for



nominations for Chairs/co-Chairs and Vice Chairs/co-Vice Chairs and the Delegate at least 16 weeks before the Vacancy Date.

- (b) The call for nominations will be sent out by the Chair and Vice Chair of the Committee via email communication sent to the membership or as the Committee shall otherwise determine. Email to be sent by the Toronto CREW Administrator.
- (c) The call for nominations will invite members to nominate themselves or others for the position. The call for nominations will include a standard form nomination form (which lists only open positions) and a description of the process.
- (d) Nominations received by the Committee shall not be secret, and any candidate shall be free to withdraw in favour of another.

7. Recommendations to the Board

- (a) The Committee may make such recommendations to the Board as it considers appropriate, including without limitation recommending that certain committees have more than one Chair or Vice Chair.
- (b) The Committee will deliver to the Board the list of persons nominated for Director Positions no later than the date set for the Board meeting in January.
- (c) The Committee will deliver to the Board the list of persons nominated for Chair/co-Chair and Vice Chair/co-Vice Chair positions no later than:
 - (i) the date set for the February Board meeting in respect of the April 1 Vacancy Date;
 - (ii) the date set for the May Board meeting in respect of the July 1 Vacancy Date; and
 - (iii) the date set for the September Board meeting in respect of the November 1 Vacancy Date.

Action Dates

April	21	<p>Deliver to the Board the list of persons nominated to fill leadership positions on the following Committees:</p> <ul style="list-style-type: none"> · Marketing and Communications Committee; · Programs Committee; · Sponsorship Committee; and · Scholarship Committee <p>(July 1 Vacancy Date)</p>
July	1	<p>Issue call for nominations for vacancies in leadership of the following Committees:</p> <ul style="list-style-type: none"> · Golf Committee; · Mentorship Committee; · Membership Committee; · Foundation Committee; and · Real Jobs Committee <p>(November 1 Vacancy Date)</p>
August	21	<p>Deliver to the Board the list of persons nominated to fill leadership positions on the following Committees:</p> <ul style="list-style-type: none"> · Golf Committee; · Mentorship Committee; · Membership Committee; · Foundation Committee; and · Real Jobs Committee <p>(November 1 Vacancy Date)</p>
October	1	<p>Issue call for nominations for the vacancies on the Board (for election at AGM in early March) and for the Delegate</p>
December	1	<p>Issue call for nominations for vacancies in leadership of the following Committees:</p> <ul style="list-style-type: none"> · Nominating Committee <p>(April 1 Vacancy Date)</p> <p>Deliver to the Board the list of persons nominated to fill vacancies on the</p>

Board (for election at AGM in early March) and for the Delegate		
January	21	<p>Deliver to the Board the list of persons nominated to fill leadership positions on the following Committees:</p> <ul style="list-style-type: none"> · Nominating Committee <p>(April 1 Vacancy Date)</p>
March	1	<p>Issue call for nominations for vacancies in leadership of the following Committees:</p> <ul style="list-style-type: none"> · Marketing and Communications Committee; · Programs Committee; · Sponsorship Committee; and · Scholarship Committee <p>(July 1 Vacancy Date)</p>