**Governance Committee Report to the LCCJ Board**

**Wednesday March 24, 2021**

Two Items: Nominations Committee and Strategic Plan

1. **Nominations Committee**

Previous Terms of Reference for a Nominations SUBcommittee were approved in May 2016. The Governance Committee saw the need to strengthen and expand these ToR. The Draft Nominations Committee resulting from our deliberations are attached with the Board Package as draft\_nominations\_committee\_tor\_for\_board\_approval.docx . Board approval is sought for these draft ToR.

Previous ToR for the Nominations Subcommittee are appended to this report for comparison.

Major changes between the previous approved and current draft ToR are:

* Change Nominations from a subcommittee answerable to the Governance Committee to a full Committee answerable to the Board.
* Rather than ToR specifying membership qualifications allow the LCCJ Chair to select Board and community members to the Committee.
* Provide new responsibility to the Board in providing direction to the Committee in identifying the skills and diversity required on the Board.
* More detail is provided on the Process the Committee is to follow in identifying candidates.

Although the Governance Committee has not had the opportunity to discuss the immediate need to establish a Nominations Committee, further to the approval of their Terms of Reference, the Chair of Governance would recommend immediately establishing such a Committee with directions from the Board to identify new candidates with goals of expanding skills and diversity on the Board.

Regarding diversity the Executive Director has identified an important report PERFORMANCE EXCELLENCE THROUGH COGNITIVE DIVERSITY IN THE BOARDROOM <https://charityvillage.com/performance-excellence-through-cognitive-diversity-in-the-boardroom/>

I would highly recommend reading it in its entirety. There are 10 important recommendations some of which contribute to the recommendation to set up a Nominations Committee immediately.

1. Ensure that your board recruitment and leadership development is intentional. Do not do it with the sole intention of checking the box.
2. When recruiting new board members, DO NOT recruit from within your circles. Make every effort to cast a wider net.  Resist the urge to look for the “best fit”.  The best fit are often people that look like you and think like you.
3. Planning is key. Most organizations wait until too late to start the recruitment process.  As a result, they rush through it.
4. Have an inclusion strategy before recruiting your next board member. This includes being committed to diversity and equity from the top down, aiming for cultural intelligence, and being open to learn.  Do not put the burden of educating the board on the diverse board member.
5. Look around the table and ask whose voice is missing? It is not all about race and ethnicity. There are many dimensions of diversity and perspectives.
6. Be cautious not to dilute your diversity and inclusion goals by including them with your broader goals. Place equity, diversity, and inclusion (EDI) front, right, and center of your organization.  The EDI lens is truly horizontal and can be applied to everything you do.
7. Do not recycle the same visible minority talent. Having the same women of color serving on multiple boards defeats the purpose.
8. Implement Organizational Accountability and Transparency by collecting and analysing data on people, processes, and outcomes.
9. Do not be afraid to ask questions or to admit that you need help. EDI is a journey not a sprint.
10. Remember, diversity takes a while but Inclusion starts today.

I would recommend a topic at the following Board meeting in April be the establishment of a Nominations Committee with targeted skill and diversity objectives.

1. **Strategic Plan**

A first draft strategic plan (2021 to 2023) has been drafted based on discussions with the Board, staff and some community members. The Governance Committee has taken on the finalization of this draft for final approval by the Board. This has been included in this meeting’s Board Package. I encourage all members to review the draft Strategic Plan for comments, questions and final approval.

Ross Dickson will present the draft and field questions. For personal reasons I was not available for the final wrap up sessions on the strategic plan. I wish to thank the 3 Board members, our ED and our 2 community members of the Governance Committee for their dedication and persistence in producing this Strategic Plan.

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**nominations Sub-Committee**

**Terms of reference (approved 2016)**

**PURPOSE**

This Committee is a Sub-Committee of the Governance Committee.

The Nominations Sub-Committee is responsible for the ongoing recruitment of persons to be considered for the Board of Directors and/or for various committees. The sustainability of leadership of LCCJP lies in the volunteers who step forward to be considered for these important positions. The Nominations Sub-Committee will identify the representation of skill sets required by LCCJP and conduct their recruitment accordingly. The Executive Director will provide staff support and assistance in the search process. The Executive Director will also maintain a contact list of persons who have expressed an interest throughout the year and this list will be utilized by the Nominations Sub-Committee.

At a minimum of once a year, the Nominations Sub-Committee will advertise through the media, our website and other channels that may be identified in order to provide public notice of our search for candidates. The Executive Director will assist with this process and will receive and administer all applications received.

Candidates for positions on the Board of Directors are required to submit their application a minimum of one month prior to the Annual General Meeting each year to allow sufficient time for the interviews and reference checks to be completed. Candidates for committee positions may submit applications on an ongoing basis year-round. The Nominations Sub-Committee will present the slate of potential Directors and explain the election process at the Annual General Meeting.

**MEMBERSHIP**

The Past Chair (if available) and two (2) Board members whose terms have ended and/or who are not running for re-election will form the membership of the Nominations Sub-Committee. The Executive Director will be ex-officio. In the event that there is no Past Chair, then the Board may appoint a former Board member to assist on this Sub-Committee. The Board of Directors will ensure that the membership on this Sub-Committee does not include any Director or community member with any personal stake in the outcome.

**CHAIR**

The Past Chair will be the chair of the Nominations Sub-Committee. If there is no Past Chair, the Sub-Committee will elect a Sub-Committee chair from among their members.

**QUORUM**

Quorum is deemed to be achieved at a meeting with two (2) members plus the Executive Director (or designate) in attendance.

**MEETING FREQUENCY**

Meetings will be a minimum of one (1) time per year. Additional meetings will be scheduled at the call of the Chair as needed.

**REPORTING STRUCTURE**

The Chair will report to the LCCJP Board of Directors at the Board meeting that follows each Sub-Committee meeting. The Executive Director will track applications received and schedule interviews and reference checks.

**PROCESS**

This Sub-Committee will use an interactive process with consensus decision-making. A note-taker will be selected at each meeting and the Executive Director will circulate the notes to the Sub-Committee members within ten (10) business days.

Any decisions of this Sub-Committee involving the use of LCCJP resources or financial contributions will need to be ratified by the LCCJP Board of Directors before being implemented.

**REVIEW OF TERMS OF REFERENCE**

The Terms of Reference will be reviewed by the Sub-Committee annually with any recommended changes forwarded to the LCCJP Board for approval. The LCCJP Board of Directors is the final decision-maker for the content of the Terms of Reference.