



CANADIAN
MUSEUMS
ASSOCIATION

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DES MUSÉES
CANADIENS

Canadian Museums Association

Terms of Reference

Nominating and Governance

The CMA *Nominating and Governance Committee* is a standing committee of the CMA Board of Directors and is reconstituted by the Board of Directors every year following the annual general meeting. All members of this standing committee must be voting members of the Association and it shall operate under a budget provided by the CMA Board of Directors.

The mandate of the committee as outlined in the CMA By-laws is to receive nominations for the Board of Directors, propose additional candidates, and to prepare and present to the Board of Directors a slate of willing candidates to fill Board of Directors and Officer vacancies. The committee is also responsible for reviewing and proposing changes to the governance structure and operation to align the organization with best practices for governance.

The Nominating and Governance Committee shall consist of three to five members and shall include at least one member selected from the current Board of Directors. The current Executive Director and the Past President are invited as ex-officio committee members. The members of the Nominating and Governance Committee shall serve for a one-year term. The Chairperson of the Nominating and Governance Committee normally will be one of the Vice Presidents.

Reporting

The Nominating and Governance Committee reports to the CMA Board of Directors.

Responsibilities

The Nominating and Governance Committee shall:

- Receive nominations and suggested nominations from members of the Association;
- Propose additional candidates for nomination having regard to specific nominating criteria to be developed annually by the Board of Directors in line with needs of the Association at that time and respecting the diversity of the Museum community, to prepare a slate of eligible and willing

candidates from among members of the Association to fill vacancies on the Board of Directors or among the elected officers of the Association at the next Annual General Meeting;

- Following specific criteria approved by the Board of Directors annually, present to the Board of Directors the officers and the slate of candidates for election as Directors-at-large to the Board of Directors prepared by the committee no later than forty-five (45) days before the Annual General Meeting at which elections will be held;
- Be responsible for presenting to the membership of the Association, not later than thirty (30) days before the Annual Meeting, the officers to be appointed together with a slate of candidates as Directors-at-large for the Board of Directors.
- Be responsible for the orientation of new members of the Board of Directors.
- At least bi-annually, conduct a review of all Association governance practices including By-laws, board mandate, committee terms-of-reference, governance policies and procedures. A survey of the Board of Directors will be conducted to identify areas for improvement in governance practices and effectiveness of Board of Directors processes.
- Maintaining minutes or notes of all meetings and providing a written report to the Board of Directors on a quarterly basis.

Meetings

The Nominating and Governance Committee will meet at least quarterly via conference call or more often as required to complete their responsibilities. The quorum shall be a majority of members, being mindful of any conflict of interest issues. A Vice President of CMA will chair the meetings of the Nominating and Governance Committee whenever possible.

How to Apply

Interested applicants are invited to submit an email describing their interest and suitability for the role along with an updated resume or LinkedIn profile to executivedirector@museums.ca by **Monday, March 25, 2024**. The CMA Board will review the applications and formally appoint the Nominating and Governance Committee in early April 2024.

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