

Approved by CCA Board of Directors, June 2023

Governance & Nominating Committee

1.0 Purpose of the Committee

Based on the Board goals for a governing year, develop and implement an annual work plan for the improvement of the Board of Directors' good governance policies and practices, including recruitment, nominations and election process.

2.0 Responsibilities

- Review, provide guidance and/or recommend to the Board of Directors any and all governance policies and practices
- Successfully complete approved annual work plan
- Oversee the process for Board and Board committee assessments both for the full Board and individual members
- Oversee the orientation and on-boarding process for Board Directors and, Committee and Council members
- Review and recommend approval to the Board of Directors for all Board committee terms of reference
- Oversee the review of Director expense policy
- Implement a governance review every 5 years
- Research and recommend Board development topics related to good governance
- Oversee and recommend changes to association by laws as necessary
- Monitor and recommend any policies for the Director recruitment, nomination and election process
- Monitor, recommend any policies for the NAC & Board committee recruitment, nomination and election process
- Promote and secure, as required, Director candidates with desired diversity profiles
- Monitor and recommend any processes for the President performance management system and annual performance review. The review will be conducted by the Officers.

3.0 Accountability

The Committee is accountable to the Board of Directors and will report through the Chair.

4.0 Committee Composition

Up to 9 Committee members comprised of:

- A minimum of 4 Directors
- A minimum of 1 member from each sector
- A maximum of 2 COOs

The CCA President will be the staff liaison.

Membership Criteria for Committee of the whole:

A member of the Committee should:

1. Have an understanding of the not for profit sector and member based associations
2. Be committed to the governance process
3. Have knowledge, skills and competency of good governance practices
4. Have availability for expected time commitment

5.0 Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The Committee Chair shall not have a vote except in the case of a tie. (Where the Chair is also the Chair of the CCA, the Chair shall have no vote, as per CCA's by-laws)

No Committee member shall be entitled to vote by proxy.

6.0 Quorum

A quorum shall consist of more than 50% of the voting membership of the committee.

7.0 Meeting Frequency

The committee will meet at a minimum of twice per year, virtually.

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Nominating Sub-Committee

1.0 Purpose

Following the established process to develop the slate of Board candidates, National Advisory Council candidates and Board Committee candidates for approval at the AGM (Board) and by the Board (NAC candidates and Board committee members).

2.0 Responsibilities

- Recommend any changes to Director qualifications
- Recommend any changes to the Director recruitment, nomination and election process
- Recommend any changes to the NAC & Board committee recruitment, nomination and election process
- Officers to nominate the sub-committee members for Board approval
- Present the slate of Board directors to the current Board for approval
- Present the NAC Chairs, committee & council members for approval to the newly elected Board, at its first meeting

3.0 Sub-Committee Composition

- Chair of the CCA
- Vice Chair of the CCA
- Up to 4 other members who will be ineligible to sit on the Board and who represent the diversity of the CCA sectors, geography, excluding COOs or staff of local and integrated construction association partners.
- Up to 1 Board director who is already confirmed to sit on the board for the term under consideration; for either continuity or development purposes, The CCA President will be the staff liaison.

4.0 Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. The Committee Chair shall not have a vote except in the case of a tie. Where the Chair is also the Chair of the CCA, the Chair shall have no vote, as per CCA's Bylaws No Committee member shall be entitled to vote by proxy.

5.0 Quorum

A quorum shall consist of more than 50% of the voting membership of the committee.

6.0 Meeting Frequency

The sub-committee will meet at a minimum of once per year, virtually.