



BOARD MEMBERS ADVISORY COMMITTEE CHARTER

1. PURPOSE

- 1.1 The Board Members Advisory Committee (“the Committee”) is a committee of the NHAA Board (“the Board”). The Committee’s primary functions is to act as an independent review committee for the Board.
- (a) To develop and implement a pre nomination process to identify potential Board members;
 - (b) Make recommendations to the Board for the nomination and appointment of potential and re-election of existing Directors to the Board;
 - (c) To make recommendations regarding supports required for Board members in order that they may fulfill their roles appropriately
 - (d) Review director competence standards;
 - (e) Review Board succession plans; and
 - (f) Evaluate the Board’s performance;

2. MEMBERSHIP AND TERM

- 2.1 The Committee shall consist of a minimum of 5 people, including the NHAA President whom shall act in an ex-officio capacity and not have voting rights.
- 2.2 Appointment to the Committee will be for 1 year or as determined by the Board.
- 2.3 A quorum shall be three members or any greater number determined by the Committee from time to time including the Chairman.

3. CHAIRMAN

- 3.1 The Chairman of the Committee will be a former Board member. Should the Chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.

4. MEETINGS

- 4.1 The Chairman will call a meeting of the Committee if so requested by any member of the Committee.
- 4.2 The Committee shall meet as required and at least three times per calendar year.
- 4.3 Meetings will be conducted at a place and in a format determined by the Chair.
- 4.4 The Chair will cause minutes to be produced of all meetings, provided to the Board and signed by the Chairman at the next meeting.

5. VOTING

- 5.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 5.2 In the case of equality of votes, the Chairman of the meeting, in addition to the deliberative vote, has a casting vote.

6. ACCESS

- 6.1 The Committee shall have direct access to NHAA's Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice (subject to budget constraints and required approvals) it requires in order to assist it in meeting its responsibilities from outside NHAA.

7. NOMINATION DUTIES

- 7.1 The duties of the Committee in relation to nomination matters include:
 - (a) Recommending the appropriate size and composition of the Board;
 - (b) Recommending a formal and transparent procedure for selecting new directors for appointment to the Board;
 - (c) Developing criteria for the selection of candidates for the Board in the context of the Board's existing composition and structure;
 - (d) Making recommendations to the Board on the appointment and removal of directors;
 - (e) Developing a plan for identifying, assessing and enhancing director competencies and building the capacity of the Board;
 - (f) Developing a succession plan for the Board and regularly reviewing the plan;
 - (g) Reviewing the time required from an independent director and whether directors of the Board are meeting this requirement;
 - (h) Evaluating the performance of the Board; and
 - (i) Ensuring that there is an appropriate induction program in place for new directors and members of senior management and reviewing its effectiveness.

8. INDUCTION OF NEW MEMBERS

8.1 As a form of induction, it is the Chair's responsibility to provide new and invited members with a copy of the following documents prior to their first meeting:

- (a) This Terms of Reference;
- (b) The minutes of the last 3 meetings of the Committee; and
- (c) The profiles and resumes of current Board members.

9. REPORTING

9.1 Proceedings of all meetings are minuted and signed by the Chairman or the chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meeting.

10. REVIEW OF CHARTER

10.1 This charter is to be reviewed annually by the Board to ensure it remains consistent with the Board's objectives and responsibilities.

11. PUBLICATION OF CHARTER

11.1 A copy of this charter is available on the NHAA website.