

Terms of Reference

Board Development Committee

04-21-2026

1. Purpose

The Board Development Committee exists to lead the Board of Directors in identifying, interviewing, recruiting, and recommending qualified, willing, and eligible candidates for election to the Board of Directors and Officer positions of the Cranbrook Chamber of Commerce. The Committee ensures a fair, transparent, and timely nomination process and the presentation of a full slate of candidates for the Annual General Meeting (AGM). These duties are part of a broader strategy for the organization.

2. Authority

The Board Development Committee is a standing committee of the Board, established in accordance with **Article 7 of the Chamber bylaws**. The Committee operates in an advisory capacity and makes recommendations to the Board of Directors. Final authority for Director elections rests with the membership at the AGM. Final authority for Executive Officer elections rests with the new Board of Directors at the first Board meeting after the AGM.

3. Composition & Structure

The Board Development Committee shall consist of **four (4) members**, appointed by the Board:

- Vice-President (Chair of the Committee)
- Past President – if there is no Past President on the Board of Directors, the committee may function as a committee of three (3) members.
- Two (2) additional **Directors recommended by the Governance Committee and approved** by the Board

The Executive Director and the Chamber President are ex-officio members of all committees and are permitted but not required to attend.

The Chair is responsible for convening meetings, coordinating activities, and reporting to the Board, with the support of the Executive Director.

- Committee Chair (Chamber Vice-President) – Sheldon Doll
 - Committee Vice-Chair – Keri Sanderman (Chamber Past President)
 - Committee Member – Nadine Walker-Perry (Chamber Director)
 - Committee Member – TBC (Vacant)
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4. Term

Members of the Board Development Committee serve from the time of appointment until the conclusion of the AGM for that election cycle, unless replaced earlier by Board resolution.

5. Duties & Responsibilities

In fulfilling its mandate, the Board Development Committee shall:

a) Planning & Preparation

- Review relevant bylaws, policies, and governance documents related to board composition and elections.
- Confirm the number of officer and director positions to be filled and applicable term lengths.
- Identify desired skills, experience, and sector representation needed on the Board (e.g., finance, small business, tourism, non-profit).
- Manage the annual nominations timeline and provide recommendations for changes if needed.

b) Outreach & Recruitment

- Actively identify and approach potential candidates.
- Encourage diversity, inclusion, and balanced representation reflective of the Chamber membership.
- Ensure the call for nominations through Chamber communications (website, newsletter, social media) is delivered by staff in tandem with Board efforts.

c) Screening & Vetting

- Receive and review nominations and confirm eligibility and member standing.
- Assess candidates against identified needs and governance criteria.
- Conduct interviews or informal meetings as required.
- Ensure candidates understand board roles, expectations, and time commitments.

d) Recommendations

- Recommend to the Board at least one (1) qualified candidate for each of the following positions, where applicable:
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Directors (one candidate per vacancy)
- Submit recommendations to the Board **as soon as practical and no later than thirty (30) days prior to the AGM.**

e) Election Process Support

- Work with staff and the Board to ensure members receive proper notice of nominations and election procedures.
- Support the preparation and communication of election materials.
- Ensure the nomination process is fair, transparent, and compliant with bylaws.

f) Post-Election Review

- Participate in a debrief following the AGM to identify improvements to the nominations and recruitment process.
- Assist with transition and onboarding support for newly elected Directors, as requested.

6. Timelines

- **Committee struck:** As early as practical each calendar year and no later than **December 15.**
- **Call for nominations issued:** Early February, open for 2 weeks.
- **Recommendations to Board:** No later than **30 days before the AGM.** February 6, 2026 (Friday before 30 day mark for March 11 AGM)
- **Notice to members:** No fewer than **30 days prior to the AGM,** in accordance with bylaws (February 6)
- **AGM & elections:** As scheduled by the Board.

7. Meetings

- The Committee shall meet as required to fulfill its responsibilities.
 - Meetings may be held in person or electronically.
 - Attendance of 2 (two) members constitutes quorum.
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8. Reporting

- The Chair of the Nominations Committee shall report regularly to the Board of Directors.
 - A summary of the nomination process and slate of candidates shall be presented prior to the AGM.
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9. Review of Terms of Reference

These Terms of Reference shall be reviewed periodically by the Board and updated as required to ensure alignment with bylaws, best practices, and the evolving needs of the Chamber.