



ITE Toronto Section

Nominating Committee Terms of Reference

Approved by the ITE Toronto Section Executive
on August 13, 2024

1. Purpose of the Nominating Committee Terms of Reference

This document outlines the background and mandate of the Institute of Transportation Engineers (ITE) Toronto Section (the “Section”) Nominating Committee. As outlined in the Section Bylaws, Article V, the Nominating Committee is responsible for nominating one or more qualified candidates for each office that is up for election.

2. Background of the Nominating Committee

The Nominating Committee is outlined as part of the Section Bylaws in Article V. The role of this Committee was clarified in 2022 as part of the Section’s revisions to the Executive Board and Committee Structure. The Nominating Committee is to be chaired by the Section Immediate Past President and shall include members approved by the Section President after a vote of the Section Executive. Membership shall be limited to Past Presidents of the Section.

3. Mandate

The mandate of the Nominating Committee is to:

- Identify potential candidates qualified for each office of the Section Executive that is up for election.
- Consider suggestions for potential candidates from the Section Executive, Committees, and general membership.
- Determine objective criteria to select qualified potential candidates for nomination in a fair and equitable manner.
- Undertake due diligence checks to ensure potential candidates meet the membership requirements to hold an elected office on the Section Executive.
- Approach and receive written consent from qualified potential candidates to serve in the office if elected.

- Deliver a list of selected candidates and their written consent to serve to the Section President. As outlined in the Section Bylaws, Section 5.4.2, this information must be delivered at least seventy-five (75) days prior to the end of balloting.
- In the event that a member self-suggested themselves for nomination to the Nominating Committee and they are not ultimately selected to be nominated, that member should be notified of the decision in writing.
- Undertake activities in such a way that do not hinder the Section's election process and timelines outlined in the Section Bylaws.

4. Reporting Structure

The Nominating Committee reports to the Section Executive; however, the Nominating Committee acts independent of the Section Executive. The Section Immediate Past President, who de facto is the Chair of the Nominating Committee, is responsible to liaise between the Nominating Committee and the Section Executive, ensuring the timely transmittal of the list of nominees and their written consent to serve.

5. Nominating Committee Membership

The membership of the Nominating Committee shall be composed of the following voting members who are proposed by the Section Immediate Past President and approved by the Section President after a vote of the Section Executive:

- Nominating Committee Chair (Section Immediate Past President)
- Two or more Past Presidents of the Section

The Nominating Committee Chair will nominate roles from Section Past Presidents they feel are adequately qualified. Candidates are not required to be current members of the Section.

There will be no term limits or requirements for members of the Nominating Committee. As outlined in the Section Bylaws, Section 6.3, the Section President is not an ex-officio member of the Nominating Committee.

6. Meetings and Attendance

All meetings will be held either virtually or in a hybrid format to allow easier attendance by members. Meetings will be scheduled as needed by the Committee Chair on a date and time they feel will work best for the majority of the members. Members are permitted to send a proxy in their place to a meeting they cannot attend; however, the proxy must be another active member of the Nominating Committee.

If more than two successive meetings are missed without explanation or a proxy, a member may be asked to step down from the Nominating Committee.

7. Meeting Management, Agendas, and Reporting

The Nominating Committee Chair shall manage all meetings and will be responsible for the creation of and timely distribution of agendas in advance of each meeting. The Nominating Committee Chair is also responsible for recording minutes at each meeting. The Nominating Committee Chair will be responsible for providing updates, either written or verbal, at the Section Executive meetings.

8. Decision Making

Development of consensus is the goal of the Nominating Committee members for all decision-making activities. In the absence of achieving consensus, a majority vote of the Nominating Committee members will complete the decision-making process. A simple majority of the members will be considered a quorum.

9. Terms of Reference Review

The Terms of Reference for the Nominating Committee will be reviewed by the members of the Committee on an annual basis. Any changes or updates to the document will need to be approved by the Section Executive.