**

**Nominating Committee – Terms of Reference**

**1. Mandate**

The Nominating Committee is a standing committee of the CDCF. The mandate of the Nominating Committee is to solicit nominations of persons suitable to serve as Directors of the CDCF Board.

**2. Functions and Responsibilities**

The functions and responsibilities of the Nominating Committee are as follows:

(1) Nominate candidates to serve as Directors of the CDCF Board who must:

1. Have a commitment to the work of the CDCF;
2. Have knowledge and skills in one or more areas of governance and management;
3. Be willing to embrace the CDCF mission of philanthropic leadership in the community and support its fund development activities;
4. Have a good reputation within his/her profession and community;
5. Have a willingness to serve on committees and to attend Board meetings and Annual General Meetings; and
6. Be at least 18 years of age, with power under law to contract.

(2) Prepare a written report listing suitable candidates for presentation to the Annual General Meeting in each year.

(3) Circulate available information on all candidates to the CDCF Board in advance of the Annual General Meeting and formally report on the nominations to the Annual General Meeting.

**3. Membership**

The Nominating Committee shall consist of the President, Vice President, and most recent Past President. The Past Presidentshall be the Chair who will be responsible for chairing all meetings of the Nominating Committee and for preparing and presenting the information and reports required under this Terms of Reference.

**4. Terms of Office**

The terms of office for all members of the Nominating Committee shall be one year commencing on the day immediately following the Annual General Meeting.

**5. Quorum**

A simple majority shall constitute a quorum of the Nominating Committee.

**Adopted by the CDCF Board:** January 14, 2014

**Last Review Date:**