

## **BARBADOS CO-OPERATIVE & CREDIT UNION LEAGUE LTD.**

### **NOMINATING COMMITTEE TERMS OF REFERENCE**

#### **1. Purpose**

- 1.1 The purpose of the Committee is to ensure that all nominees for the Board and other elected Committees of the League meet the eligibility criteria established in the Act, Regulations and By-Laws of the Society.
- 1.2 Carry out any other related initiatives as may be necessary from time to time, to enhance the election process.

#### **2. Structure**

- 2.1 The Committee shall be comprised of three (3) members; only one (1) of whom can be a Director of the League who is not a nominee for any vacancy at the Annual General Meeting. The other two members shall be chosen from among credit union representatives who are also not nominees for any vacancies at the Annual General Meeting.
- 2.2 The Committee members shall be appointed by the Board for one year. Each member shall continue as a member until a successor is appointed, unless the member resigns, is terminated, or is removed by resolution of the Board.
- 2.3 Where a vacancy occurs at any time in the membership of the Committee, it shall be filled by the Board preferably at the next Board Meeting, and where not practical at the earliest opportunity.
- 2.4 The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- 2.5 The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.

#### **3. Responsibilities**

The Committee shall have the following duties and responsibilities:

- 3.1 Prepare and plan for the Election Process prior to the Annual General Meeting of the League. In this connection, the office will prepare an updated Procedural Guide to assist the Committee in its preparation.
- 3.2 Review the Act, Regulations and the By-Laws to be fully cognizant of all the relevant fit and proper criteria for eligibility to serve on the Board and other elected Committees of the League; as well as the particulars of the Election Process. For ease of reference, By-Law 29 is reproduced as an Appendix to this document.

- 3.3 Ensure that all nominees are qualified pursuant to Section 57 of the Act, the Regulations and the League's By-Laws.
- 3.4 Ensure that all nominations are accompanied by a letter of consent signed by the candidate confirming his willingness to be nominated for a position on the Board or other elected Committees.
- 3.5 Prepare a Report which shall be submitted to the Board two (2) days after the meeting to review the nominations submitted by member societies.
- 3.6 Present all valid nominations to the Annual General Meeting.

#### **4. Meetings**

- 4.1 The Committee shall meet as often as necessary to faithfully discharge its duties and responsibilities, but at a minimum once annually.
- 4.2 A quorum for meetings shall be two (2) Committee Members present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.
- 4.3 The agenda and associated material shall be sent to each member of the Committee prior, preferably seven days, to the time for such meeting.

#### **5. Support to the Committee**

- 5.1 The Committee shall have the authority to request of the Board, the retention of advisors in order to properly discharge its duties and responsibilities.

## **APPENDIX 1**

*By-Law 29 reproduced below is an excerpt from the League's By-Laws.*

### **ELECTIONS**

- 29 (1) For purposes of election to the Board of Directors nominations may be submitted to the Annual General Meeting from each of the following six chapters of Cooperatives, namely

Consumer Co-operatives  
Credit Unions and Saving Societies  
Farmers and Fishing Co-operatives  
Industrial Co-operatives  
Transport Co-operatives  
Other Co-operatives

- (2) The following shall apply to the conduct of elections in keeping with Section 56, 57, 205 and 211 of the Act and paragraph 13 of the Regulations:

Not less than sixty (60) days prior to the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee of at least three (3) persons, of which not more than one (1) may be a member of the existing Board of Directors and who are not nominees for any vacancy.

The Nominating Committee shall:

- i. Ensure that all nominees are qualified pursuant to Section 57 of the Act, the Regulations and these By-Laws; and
- ii. Ensure that all nominees have consented to the nomination.

- (2) Election Process

- i. At least fourteen (14) days before the date set for elections, each chapter shall submit to the Secretary of the League in writing signed by the President and Secretary of the member society candidates for elections: and
- ii. The nomination must be accompanied by a letter of consent signed by the candidate confirming his willingness to be nominated for a position on the Board of Directors, the Credit or Supervisory Committee.
- iii. The Secretary shall compile the list of nominees for the vacancies and shall send it along with letters of consent to the Nominating Committee not less than ten (10) days before the Annual General Meeting.

- iv. The Nominating Committee shall present all valid nominations at the Annual General Meeting for vacancies for which elections are to be held.
- v. All elections shall be by ballot and shall be determined by a majority vote except where there is no contest.
- vi. Where a person who has been nominated for a vacancy on the Board or any other Committee is successfully elected to the Board or that Committee, he shall be ineligible for election to any other Committee.
- vii. No individual society shall be permitted to have more than one (1) delegate elected to (1) the Board, (2) the Credit Committee or (3) the Supervisory Committee.
- viii. In the event that there are insufficient nominations to fill the vacancies, nominations can come from the floor.