



NOMINATING COMMITTEE - Terms of Reference

This document defines the purpose, responsibilities and scope of activities of the Nominating Committee and identifies an Executive Management and Governance structure.

Purpose

The Nominating Committee reviews the applications for the Board of Directors and recommends a slate to the Board and approves all Chairs of standing committees.

Specific Objectives: This Committee is prescribed in the bylaws.

ARTICLE VI – Nominations and Elections

Section 6.01 Nominating Committee. The Nominating Committee shall be chaired by the Immediate Past President, and its members, who shall be appointed annually by the Board of Directors, shall include at least one other elected officer of the Society, at least two other members of the Board, and at least two other regular members of the Society who are not members of the Board. The two regular members of the Nominating Committee shall not be eligible to be nominated for election to the Board while serving on the Nominating Committee.

Section 6.02 Nominations of Board Members. A call for nominations for members of the Board will be made to the general membership.

Section 6.03 Nominations Slate. The Nominating Committee will propose a short list of candidates from all of the nominations that have been received as a result of the call for nominations. Giving consideration to nominations from the membership, the Committee shall arrive at a final slate of nominations with at least two nominees for each vacancy. The chair of the Nominating Committee shall contact nominees on the short list to ensure they are willing to serve if elected. The final slate shall be subject to the approval of the Board of Directors.

Membership

The Committee will be constituted of the Immediate Past President of OARSI, at least one other Officer, at least two other Board members who are not officers, at least two OARSI members who are not Board members, and at least one young investigator.

The Chair will be the Immediate Past President of the Committee and will serve a two year term.

Members are appointed by the Chair for a 3-year period after consulting with the President and Executive Committee and approval from the Board.

Roles and responsibilities of members

Each committee member will:

- 1) actively participate in matters raised at meetings
- 2) agree to hold confidential or share information discussed at the committee as advised by the Chair

Frequency of Meetings

Teleconference/virtual meetings held to review ranking by the committee and prepare a slate for the board as required.

Quorum

The Quorum will be half the members plus one.

Record keeping

An Agenda will be prepared for each meeting to seek discussion or identify decisions to be made. Minutes will be taken and used to provide information, document required actions, and to ensure transparency of information.

Conflicts of interest (COI)

These will be recorded at each meeting and will make reference to COIs that related to items on the agenda.

Committee voting

This committee will make decisions through discussion and by reaching consensus. If consensus cannot be reached, any member or their nominee may request a vote, to be decided by a simple majority of those present. In the event of a tied vote the Chair will have the deciding vote.

Notice of meetings

The Agenda and related information will be circulated at least 4 days prior to the meeting.

Reports

The Committee reports to the OARSI Board and should file minutes from each meeting with the Society. A formal report should be prepared and submitted prior to each Board Meeting. Please use the standard template provided on the following page for Committee Minutes and Board Reporting.



Committee Meeting

DATE, 2020

Time GMT

Location (Room, Hotel, City)/ Platform (TelCon #, Zoom Link)

Attendees: Jane Doe, Chair, John Doe, Jim Doe, Janet Doe

Minutes

Topic	Discussion	Action Items
I. Call To Order / Roll Call / Welcome	Jane Doe, called the meeting to order, and all committee members introduced themselves.	none
II. Review Minutes from Past Meetings	Minutes from the last meeting on May 10, 2020 were approved.	none
III. Discussion Item 1	Everyone agreed this was a great proposal.	Recommend proceeding to the Board.
IV. Discussion Item 2	This needed some clarification about these specific questions:...	Follow up with requestor/submitter
V. Recommended Actions / Board Recommendations	The committee reviewed these things and approved them.	Recommend proceeding to the Board.