

STEM INNOVATION ACADEMY SOCIETY

**TERMS OF REFERENCE  
OF THE  
NOMINATING COMMITTEE**

ARTICLE 1  
GENERAL

- 1.01 General Terms. The General Terms of Reference for Committees ("General Terms") are incorporated herein by reference, except as otherwise provided herein.
- 1.02 Purpose. The primary purposes and functions of the Committee are to:
- (a) Ensure leadership continuity; and
  - (b) Identify qualified candidates to fill vacancies on the Board.

ARTICLE 2  
INTERPRETATION

- 2.01 Defined Terms. In these terms of reference, unless the context otherwise requires
- (a) "Terms of Reference" shall mean these terms of reference of the Committee; and
  - (b) "Committee" shall mean the nominating committee established by the Board.

ARTICLE 3  
MEMBERSHIP

- 3.01 Composition. The Committee shall consist of three members ("Committee Members") appointed pursuant to the By-laws. The Committee shall consist of three Directors. The Committee Members must be appointed sixty or more days before the Annual General Meeting. At the request of the Committee, others may attend meetings of the Committee on an *ad hoc* or regular basis.
- 3.02 Committee Chair. The Committee shall have a chair ("Committee Chair") appointed pursuant to the By-laws. In the absence or vacancy of the Committee Chair, the members of the Committee shall elect one of their number to act as Committee Chair for the time being. For the avoidance of doubt, the Committee Chair must be a Committee Member.

ARTICLE 4  
COMMITTEE MEETINGS

4.01 Frequency. The Committee shall meet at the call of the Committee Chair.

ARTICLE 5  
RESPONSIBILITIES

5.01 Specific Responsibilities. In carrying out its mandate, the Committee should consider and make recommendations relating to:

- (a) Recruiting new persons to fill Board vacancies;
- (b) Communicating its recommendations for Director nominations fourteen or more days prior to the Annual General Meeting; and
- (c) Preparing ballots for elections at the Annual General Meeting.