

Nominating Committee Resource

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Introduction

Ontario Organizational Development Program

The [Ontario Organizational Development Program](#) (OODP) has been providing customized services to meet the organizational development needs of AIDS Service Organizations (ASOs) and HIV-funded programs in Ontario programs since 1995. The mission of the OODP is as follows: **Through a social justice lens, OODP provides organizational development services and resources to strengthen the capacity of the HIV sector in Ontario to build healthier, equitable communities.**

A Nominating Committee and Its Importance

A Nominating Committee is a Board committee responsible for replenishing and sustaining the Board of Directors. This requires the Nominating Committee to:

- Recruit and vet possible Board members.
- Prepare a slate of candidates to be voted on at an Annual Meeting (formerly known as the “Annual General Meeting”).
- Ensure provision of onboarding for new Board members.
- Plan for the succession of Board members.

A Nominating Committee is also responsible for planning and overseeing the Annual Meeting (AM) as well as the Board meeting that immediately follows it where the Board’s Chair and as required by the ASO’s Bylaws, other Officers, such as Vice Chair, Treasurer and Secretary, are elected.¹

For a Board of Directors to be successful, it needs the right mix of skills, expertise, identities, lived experiences and relationships with communities among its members. It needs to understand and be able to execute its responsibilities as it pursues the ASO’s mission and vision and upholds its’s values. Ensuring this mix is the work of a Nominating Committee. When the Nominating Committee effectively carries out its work, the Board is positioned to achieve and excel.

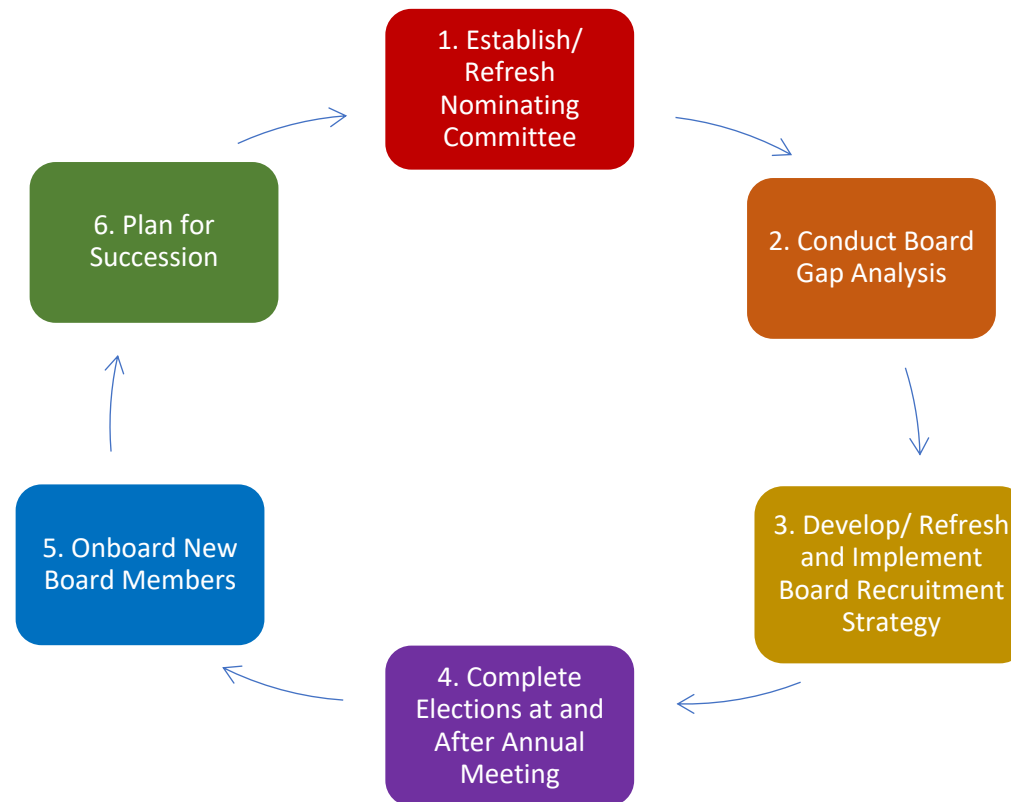
¹ While the Ontario Not-for-Profit Corporations Act (ONCA) now only requires a Chair to be named, many Boards will have other Officer positions – i.e., Vice-Chair, Treasurer and Secretary.

The purpose of this *Nominating Committee Resource* is to: (1) outline a process to replenish and sustain the Board; (2) identify the key activities to plan and execute an AM; and (3) provide tools to undertake these activities successfully. The *Nominating Committee Resource* is intended for Board of Directors of ASOs in the HIV sector in Ontario.

While the term “Nominating Committee” is used in this Resource, ASOs may use a different term to describe the group of people responsible for carrying out the needed activities. Most commonly, Boards will have a Governance Committee. A Governance Committee is responsible for the ongoing training, development and performance of Board members. Boards sometimes combine the responsibilities into a single Nominations and Governance Committee that oversees both Board recruitment and governance practices. In other cases, Boards split these functions into two separate committees—one focused on nominations and Board composition, and another dedicated to governance policies and oversight. The structure often depends on the ASO’s size, complexity, and needs.

The *Nominating Committee Resource* begins with a 6-step process to replenish and sustain the Board. This first section is meant to be used by a Board of Directors. The next section focuses on what is required to execute an AM and is intended for both an Executive Director (ED) and a Board of Directors. The final section is appendices to support the work of the Nominating Committee, including various samples and templates.

Process to Replenish and Sustain Board



Step 1: Establish/Refresh Nominating Committee

Some Boards have a standing Nominating Committee as outlined in their Bylaws or a standing Nominations and Governance Committee. In such cases, the Nominating Committee may need to be refreshed with new or additional members as it begins its work to replenish the Board. Other Boards strike an ad-hoc Nominating Committee that work for a fixed period of time to replenish the Board. If you do not have a Nominating Committee, then one will need to be established. Whether one needs to be refreshed

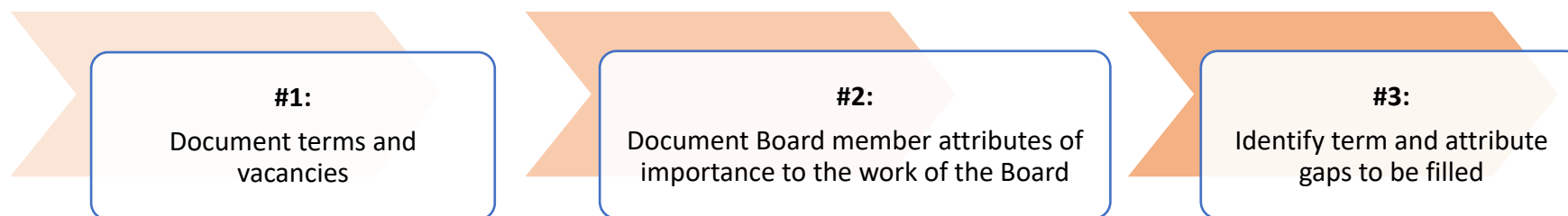
or established, this task should happen shortly after the AM. Once the Nominating Committee is in place, its first task is to create or update its Terms of Reference. Its second task is to develop a workplan to replenish and sustain the Board as well as execute the AM. [Appendix A](#) is a sample Nominating Committee Terms of Reference and [Appendix B](#) is a Nominating Committee Workplan Template.

Step 2: Conduct Board Gap Analysis

To begin its work, a Nominating Committee needs to know the following about each Board member:

- Attributes the Board member brings, e.g. skills, expertise, identities, lived experiences and relationships with communities.
- How long a Board member **can** serve on the Board, i.e. length of a term and maximum number of consecutive terms.
- How long the Board member **has been** on the Board, i.e. amount of a term completed and number of consecutive terms completed.
- How much longer the Board member **can serve** on the Board, i.e. amount of maximum number of consecutive terms not completed.

In some cases, the Nominating Committee already has this information about the Board members as it is their practice to keep this information up to date. If there is missing or outdated information, then the Nominating Committee will need to correct this so that they have a current profile of each Board member, a picture of the Board as a whole, and a picture of the gaps on the Board that need to be filled through recruitment. To achieve this, the following 3-stage process can be applied:



Stage #1 - Document Terms and Vacancies: The first stage is to document the terms of the existing Board members as well as any current and upcoming vacancies. This is necessary because sometimes Board members join the Board to fill a vacancy for a term that was already underway while others have joined the Board at the beginning of a term. Sometimes, Board members have served

beyond the maximum number of terms and are in violation of your Bylaws. To gather the required information, the Nominating Committee will need to consult the Bylaws to confirm the rules for term lengths, number of consecutive terms, filling vacancies mid-term, and waiting periods before a person can be re-elected after serving the maximum number of consecutive terms. The Nominating Committee should also take note of the waiting period for ex-staff to join the Board. [Appendix C](#) is an example of a completed chart of Board members' terms as well as current and upcoming vacancies. [Appendix D](#) is a template for documenting the terms and vacancies for your ASO.

Stage #2 - Document Board Member Attributes of Importance to the Work of the Board: The next stage is to confirm or identify the attributes of each Board member that are important to the work of the Board. For Boards that have an existing list of attributes, this is the time to review the list and revise it to configure a Board that has a mix of identities, lived experiences, skills, paid or unpaid experience or expertise, and relationships with communities to govern the ASO with excellence. For ASOs that do not have an existing list of attributes, this is the time to develop one. With a list of attributes in place, the Nominating Committee should build a matrix with the skills, paid or unpaid experience or expertise on one axis and Board members on the other axis. If you also are including identities, lived experience and relationships to communities in this matrix, make it clear that the information will only be seen by XX people (e.g., the Chair of the Governance Committee and the Chair of the Board). Alternatively, ask those questions in a confidential survey format. Make it clear that people can choose not to answer. Choose your categories carefully so you don't unintentionally identify someone. For example, if the ASO has a designated seat for a person living with HIV (PHA), it might be sufficient for a PHA to disclose only to the Nominating Committee Chair without having to disclose to the entire Board. The Nominating Committee Chair can then attest that the Board has PHA representation without identifying the Board member's HIV status in the Board Composition Matrix if the Board member does not want their HIV status disclosed. This may apply to other aspects of lived experience or identity as well (e.g., gender identity). [Appendix E](#) is a template to document the composition of the Board.

Stage #3 – Identify Term and Attribute Gaps to be Filled: The third stage is to identify the gaps that need to be filled through recruitment. During this process, the Nominating Committee will need to identify the number of positions to be filled, term length for each position and priority attributes needed for the work of the Board. For example, after populating the Chart of Current Terms and Vacancies and the Board Composition Matrix Template, a Nominating Committee may identify that they need to recruit 4 new Board members to fill 1 one-year term, 1 two-year term and 2 three-year terms. The priority during recruitment would be individuals who have experience in human resources, finances and/or fundraising, and people who identify as a cis or trans woman,

South-East Asian, Latinx, queer and/or a person living with HIV. These lived experiences and/or identities are prioritized in alignment with the ASO's strategic plan, current or anticipated service communities, community demographics, etc.

Step 3: Develop/Refresh and Implement Board Recruitment Strategy

Now that the gaps and priorities for recruitment have been identified, the Nominating Committee needs to develop and implement a recruitment strategy to produce a slate of Board candidates to fill the existing and upcoming vacancies. To begin, you will need to update your Board job descriptions for the Director (Board member) position and any Officer positions. If there is no job description for a position, then you will need to create one. [Appendix G](#) is a sample Board member job description and [Appendix H](#) contains a sample job description for each Officer position.

With current job descriptions in place, the Nominating Committee will then need to map out a recruitment strategy that includes:

- Updating or creating the Board candidate application form.
- Updating or creating the Board candidate interview questions.
- Identifying strategies for finding Board candidates.
- Conducting searches for and pursuing Board candidates.
- Interviewing Board candidates.

In developing the strategy, the Nominating Committee should constantly be asking itself how the process and materials might be decolonized and include an anti-racism and anti-oppression (ARAO) lens, including going beyond existing networks to get different voices and perspectives. The appendices in this Resource contain ideas for doing this as does the OODP tool [Auditing Resources Using an Anti-Racism Lens](#).

The recruitment strategy should also include updating or creating a Board manual for onboarding new Board members. This responsibility lies with the Governance Committee. If there is a separate Nominating Committee, it should liaise with them to ensure the Board manual is ready for the onboarding of new Board members. [Appendix I](#) offers an annotated Table of Contents for a Board Manual.

Once the Board candidates have been interviewed, the Nominating Committee will need to select the candidates they wish to have confirmed at the AM. The number of candidates selected should match the number of vacancies to be filled and the attributes of the candidates should match, as best as possible, the priority attributes identified in *Step 2: Conduct Board Gap Analysis*.

The names and biographies of the selected candidates should be provided to the Board so they can approve the proposed slate of candidates. When the slate is presented at the AM, it should come forward as a recommendation of the Board.

Following approval of the slate of candidates by the Board, the Nominating Committee will need to contact all of the candidates to inform them of whether or not they will be a part of the slate. For the candidates not selected to be a part of the slate, they should be encouraged to stay connected to the ASO through other volunteer roles (e.g. sitting on a committee), and with no promises, encouraged to apply again for the Board at a later time. Some Boards recruit candidates to sit on committees with the intention of eventually inviting them to join the Board. The candidates not selected to be a part of the slate should also be provided with information on the process to stand for election as an independent candidate, according to what is stipulated in your Bylaws. This may include the number of days in advance of the AM one needs to declare their candidacy or whether or not they can be nominated during the meeting.

[Appendix F](#) is a Board recruitment strategy template which includes a workplan template and sample interview questions.

Step 4: Complete Elections At and After Annual Meeting

At the AM, prior to introducing the slate of Board candidates, a Nominating Committee member should explain to the Members the process and rationale that was used to determine the candidates. It is important to be transparent about the process used and have rationale for why you prioritized certain attributes. If your Bylaws allow for independent (non-slate) candidates to declare their candidacy in advance and/or at the meeting, this should also be explained.

The Nominating Committee member should then present the slate and ask each candidate to briefly introduce themselves and why they are running for the Board. If there are independent candidates who were identified in advance of the meeting, they should be given the same opportunity. The Nominating Committee member should then ask if there are any nominations right now (“from the floor”) if your Bylaws allow for such nominations. If there are nominations from the floor, then each candidate should be asked to briefly introduce themselves and why they are running for the Board.

Once all introductions have been completed, the voting Members should be asked to vote for:

- The slate of candidates.
- Any independent candidates – name of each independent candidate should be identified to enable voting for a specific person.

The process for how voting will occur should be decided before the AM and will depend on whether the meeting is in person or online. The voting, along with all aspects of the AM, must comply with the Ontario Not-for-Profit Corporations Act (ONCA) and the ASO's Bylaws regardless of whether the AM is in person or online. There should be a plan for what will happen if an independent candidate gets more votes than the slate of candidates, e.g. have voting Members vote for each candidate individually (no slate) and the candidates with the highest number of votes for the number of available positions are elected to the Board.

Immediately following the AM, the new Board should convene a quick meeting of the Board members. This meeting is to elect the Board's Chair and any other Officers. Discussion on who would be running for each position should have taken place when the Nominating Committee was planning for succession. If more than one Board member is running for a position, then voting will be required. As with voting at the AM, the process for how voting will occur should be decided before the AM and will depend on whether the meeting is in person or online. As this is a meeting of the Board, minutes should be taken.

Step 5: Onboard New Board Members

Upon joining the Board, new Board members should be oriented to their role, responsibilities, and the ASO regardless of their history on other Boards or with the ASO. This is the responsibility of a Governance Committee, but the Nominating Committee should also participate. A meeting of the Board Chair, Executive Director, a Governance Committee member, a Nominating Committee member and the new Board members should be scheduled to provide this orientation and review of the Board manual. The Board manual and all other Board-related documents should be made available online, via a shared folder or designated website link (e.g. SharePoint, Google Drive, Dropbox), to all Board members.

Step 6: Plan for Succession

The Nominating Committee should always plan for succession as a Board member may leave their position at any time and not just when their term ends. To be ready if a vacancy suddenly arises, the Nominating Committee should update the Chart of Current Terms and Vacancies and the Board Composition Matrix after the AM. That way, if a Board member leaves during the year, the Nominating Committee will know which term and attributes gaps it will need to fill. It can also refer to its recruitment strategy to go about finding a new Board member as well as contacting candidates who didn't make the slate to find out if they are still interested in being on the Board. However the Nominating Committee goes about filling a vacancy, it must follow your Bylaws on filling Board vacancies.

In addition to planning for Board member succession, the Nominating Committee should also prepare for Officer succession. While the expectation is that this succession will be planned and occur at the AM, it may be sudden and require the ASO to respond quickly. In the case of a planned succession for the Chair position, the Vice Chair or another Officer can be mentored and supported to take on the position. If the current Chair leaves suddenly, then the Vice Chair or another Officer could take on the Chair position if willing. Otherwise, the Board will need to discuss and determine who should be the Chair until the Officer election following the AM.

To plan for the succession of the Vice Chair, Secretary and Treasurer positions, the Nominating Committee should lead a discussion at the Board meeting prior to the AM about who is willing to serve in these positions going forward. If there is more than one Board member willing to serve in a position, then a discussion should occur to determine if anyone would like to withdraw their name from the competition or if all names will go forward for the Officer election following the AM. If there is a sudden departure for any of the positions, then the Board will need to discuss and determine who should fill the vacancy until the Officer election following the AM.

For all Officer positions, it is possible that a new Board member may be interested in a position. If this interest is declared at the Board meeting following the AM and there is more than one Board member vying for a position, then an election would need to take place for the position at that Board meeting.

In all cases, Officers should be mentored and supported to carry out the specific responsibilities of their positions.

Execution of Annual Meeting

Most ASOs in the HIV sector are quite experienced in holding an AM. In some cases, their AM occurs at the same time each year, e.g. the third Thursday in September, and is a focused business meeting with set agenda items. Some ASOs have moved their AM online while others still meet in person and combine the meeting with another event, e.g. volunteer appreciation. Whether it will take place online or in person, it is suggested to begin planning for the AM at least six (6) months in advance.

The following are the general key activities to plan and execute an Annual Meeting:

- ✓ Select venue and set date/send “save the date” notice.
- ✓ Confirm attendance of your auditor.
- ✓ Prepare Annual Report and if needed, have it printed.
- ✓ Ensure membership list is up to date.
- ✓ Implement strategies to get quorum at the meeting, e.g. encourage proxies and send meeting reminders repeatedly.
- ✓ Draft AM agenda.
- ✓ Determine who will chair the meeting, e.g. Board Chair or non-Board person.
- ✓ Prepare and get Board approval on the meeting agenda, including, if necessary, an item on Bylaws changes.
- ✓ Determine how voting will occur, including how proxies will be managed.
- ✓ Prepare for disruptions and contentious issues, including how they will be handled.
- ✓ Identify and address logistics for the meeting to run smoothly, including accessibility, minute-taking and technology requirements.
- ✓ Prepare and distribute meeting package to Members with notice as required by Bylaws.
- ✓ Review rules of order for the meeting and key meeting-related clauses of the Bylaws with Board members.
- ✓ Identify a person who will check the Bylaws, when required, throughout the meeting.
- ✓ Remind candidates of the Board meeting immediately following the meeting should they be elected to the Board.

OODP offers a detailed [Annual Meeting Planning Template](#) to support your AM to be successful. [Appendix J](#) offers a sample Annual Meeting agenda and package content list.

Appendices

APPENDIX A: Sample Nominating Committee Terms of Reference

1. Role

The Nominating Committee will lead Board recruitment and the planning for the Annual Meeting.

2. Responsibilities

The Nominating Committee will:

- Develop and implement a workplan, with an approved budget, to guide its work.
- Develop and implement a Board recruitment strategy using anti-racist and decolonized approaches.
- Recruit qualified candidates for the Board who reflect the clients and communities the ASO serves.
- Prepare a slate of Board candidates to be voted on at the Annual Meeting.
- Ensure that Bylaws, policies and processes relating to Board recruitment and nominations are upheld.
- Plan and execute the Annual Meeting.
- Ensure the election of a Board Chair and as required by the ASO's Bylaws, other Officers.
- Work with the Governance Committee if one exists to:
 - Implement strategies to onboard and support new Board members.
 - Plan for the succession of Board members.

3. Membership and Terms

The Nominating Committee will consist of at least two (2) Board members and the Executive Director (ED). The ED will be an ex-officio member without a vote.

The Committee Chair and members are appointed by the Board for an initial 3-year term. The commitment to sit on the Committee will be confirmed with each member annually.

Staff may, at times, be asked to support the activities of the Committee, with prior approval from the Executive Director.

4. Meetings

Meetings of the Nominating Committee will be called at the discretion of the Chair and typically, will be called every other month or as needed according to the Committee workplan. The frequency of meetings may increase when preparing for the Annual Meeting.

The Committee will meet in the first or second week of every month or as needed to align with the activities in both the Committee workplan and the Board workplan. Times will be determined by the Chair of the Committee.

Meetings may be held virtually or in person.

5. Chair

The Chair will be a Board member determined by the Board of Directors.

The Chair shall:

- Call meetings of the Committee.
- Ensure meeting agenda is set with opportunity for members to participate.
- Chair meetings of the Committee.
- Designate another Committee member to chair the Committee in the Chair's absence.
- Support the Committee to complete its tasks and achieve its annual goals as set out in the Committee workplan.
- Create space for multiple ways of communicating and contributing.
- Role-model and facilitate so as to actively address power imbalances and encourage equitable participation of all present.
- Balance keeping discussions on track with giving space for people to feel respected as they share and contribute.
- Ensure that the values of the ASO are upheld at the Committee, and that an anti-racism and equity lens is applied to Committee work.
- Report to the Board on the work of the Committee.

6. Quorum

Quorum shall be simple majority (50%+1) of the voting Nominating Committee members present at a meeting.

A quorum is required to execute the business of the Committee.

7. Decision-making

The Nominating Committee shall strive for consensus (i.e. “you can live with the decision/idea”) when making decisions. If consensus cannot be achieved, the Committee members must agree on how to deal with the outstanding issue, i.e. vote, continue discussion, table the issue to another meeting or take the issue to the Board of Directors.

When voting, majority (50%+1) rules with quorum present. There shall be no proxy or email voting unless explicitly determined by the Committee in advance of a vote.

8. Minutes

A Nominating Committee member or assigned staff shall take minutes at each meeting and the minutes shall be approved at a subsequent meeting. Minutes will be kept and stored in accordance with the ASO’s practice.

9. Guests

The Chair may invite guests to attend meetings as a resource as required.

10. Accountability

The Nominating Committee will be accountable to the Board of Directors through the Chair of the Committee. The Committee will report on its work, including actions and decisions taken, as required by the Board.

Approved by Board of Directors: [insert date]
Reviewed by Board of Directors: [insert date]

APPENDIX B: Nominating Committee Workplan Template

I. Replenish and Sustain Board					
Steps	Key Activities	Lead	Timelines (based on a September Annual Meeting)	Outputs	Status Update at [insert date]
1. Establish/Refresh Nominating Committee					
2. Conduct Board Gap Analysis					
3. Develop/Refresh and Implement Board Recruitment Strategy					

I. Replenish and Sustain Board

Steps	Key Activities	Lead	Timelines (based on a September Annual Meeting)	Outputs	Status Update at [insert date]
4. Complete Elections At and After Annual Meeting					
5. Onboard New Board Members					
6. Plan for Succession					

II. Plan and Execute Annual Meeting

OODP offers a detailed [Annual Meeting Planning Template](#) to support your AM to be successful. [Appendix J](#) offers a sample Annual Meeting agenda and package content list.

APPENDIX C: Sample Chart of Current Terms and Vacancies

The Board in this sample chart is small with only five (5) members and the information noted complies with the ASO’s Bylaws. The period covered is 5 years, including the upcoming Board year of October 2026 – September 2027.

Oct 2022 - Sept 2023	Oct 2023 - Sept 2024	Oct 2024 - Sept 2025	Oct 2025 - Sept 2026	Oct 2026 - Sept 2027
<p>Ebony K. – Vice Chair (Year 2 of 1st 3-yr term)</p>	<p>Ebony K. – Vice Chair (Year 3 of 1st 3-yr term)</p> <p><i>Ebony K. re-elected to Board for 2nd 3-yr term at 2024 Annual Meeting</i></p>	<p>Ebony K. - Chair (Year 1 of 2nd 3-yr term)</p> <p><i>Ebony K. voted by Board as new Chair at Board meeting following 2024 Annual Meeting</i></p>	<p>Ebony K. - Chair (Year 2 of 2nd 3-yr term)</p>	<p>Ebony K. - Chair (Year 3 of 2nd 3-yr term)</p> <p>Vacancy to fill at 2027 Annual Meeting: <i>(Nominating Committee will suggest a candidate for election from among its interviewees)</i></p>
<p>Olga L. - Chair (Year 2 of 1st 3-yr term)</p>	<p>Olga L. - Chair (Year 3 of 1st 3-yr term)</p>	<p>Olga L. - Past Chair (Year 1 of 2nd 3-yr term)</p> <p><i>Olga L decided she did not want to serve a second term as Chair, even though she was eligible to do so</i></p>	<p>Olga L. - Past Chair (Year 2 of 2nd 3-yr term)</p>	<p>Olga L. - Past Chair (Year 3 of 2nd 3-yr term)</p> <p>Vacancy to fill at 2027 Annual Meeting: <i>(Nominating Committee will suggest a candidate for election from among its interviewees)</i></p>
<p>Maria N. (Year 2 of 2nd 3-yr term)</p> <p><i>Maria N resigned from Board in December 2022, at which point Board appointed Sharada V. at December 5, 2022 Board meeting to fill remainder of Marian N’s 2nd 3-yr term</i></p>	<p>Sharada V. (3rd year of Maria N’s 2nd 3-yr term)</p> <p><i>Sharada V. elected to Board at 2024 Annual Meeting for her 1st 3-year term</i></p>	<p>Sharada V. - Treasurer (Year 1 of 1st 3-yr term)</p> <p><i>Sharada V. voted by Board as new Treasurer at Board meeting following 2024 Annual Meeting</i></p>	<p>Sharada V. - Treasurer (Year 2 of 1st 3-yr term)</p>	<p>Sharada V. - Treasurer (Year 3 of 1st 3-yr term)</p> <p><i>(Sharada V resigned mid-October 2026. Nominating Committee recommends Dennis B. be appointed at December 2026 Board meeting to fill the vacancy, and also that he be appointed as Treasurer)</i></p> <p>Vacancy to fill at 2027 Annual Meeting: <i>Technically, Sharada V’s term was up at the 2027 Annual Meeting, even though her position was filled mid-term by appointment. Dennis B may stand for election to fill this vacancy, and has agreed to do so, but it is possible he will not be elected by the membership.</i></p>

Oct 2022 - Sept 2023	Oct 2023 - Sept 2024	Oct 2024 - Sept 2025	Oct 2025 - Sept 2026	Oct 2026 - Sept 2027
<p>Patience D. - Treasurer (Year 2 of 2nd 3-yr term)</p>	<p>Patience D. - Treasurer (Year 3 of 2nd 3-yr term)</p>	<p>Xiaoming C. -Vice Chair (Year 1 of 1st 3-yr term)</p> <p><i>Xiaoming C. elected as new Vice-Chair at Board meeting following 2024 Annual Meeting</i></p>	<p>Xiaoming C. -Vice Chair (Year 2 of 1st 3-yr term)</p>	<p>Xiaoming C. -Vice Chair (Year 3 of 1st 3-yr term)</p> <p>Vacancy to fill at 2027 Annual Meeting: <i>Xiaoming C. may stand for election, and has agreed to do so, but it is possible he will not be elected by the membership.</i></p>
<p>Manuel G. - Secretary (Year 1 of 1st 3-yr term)</p>	<p>Manuel G. - Secretary (Year 2 of 1st 3-yr term)</p>	<p>Manuel G. - Secretary (Year 3 of 1st 3-yr term)</p>	<p>Manuel G. - Secretary (Year 1 of 2nd 3-yr term)</p>	<p>Manuel G. - Secretary (Year 2 of 2nd 3-yr term)</p> <p>No vacancy to fill at 2027 Annual Meeting. <i>Manuel G has one more year of his 3 year term.</i></p>

APPENDIX D: Chart of Current Terms and Vacancies Template

Year 1: Three years Ago [start and end date]	Year 2: Two Years Ago [start and end date]	Year 3: Last Year [start and end date]	Year 4: Current Year [start and end date]	Year 5: Upcoming Year [start and end date]
<p><i>Example: Ebony K. – Vice Chair</i> (Year 2 of 1st 3-yr term)</p>	<p><i>Example: Ebony K. – Vice Chair</i> (Year 3 of 1st 3-yr term)</p> <p><i>Ebony K. re-elected to Board for 2nd 3-yr term at 2024 Annual Meeting</i></p>	<p><i>Example: Ebony K. - Chair</i> (Year 1 of 2nd 3-yr term)</p> <p><i>Ebony K. voted by Board as new Chair at Board meeting following 2024 Annual Meeting</i></p>	<p><i>Example: Ebony K. - Chair</i> (Year 2 of 2nd 3-yr term)</p>	<p><i>Example: Ebony K. - Chair</i> (Year 3 of 2nd 3-yr term)</p> <p><i>Vacancy to fill at 2027 Annual Meeting:</i> (Nominating Committee will suggest a candidate for election from among its interviewees)</p>

Year 1: Three years Ago [start and end date]	Year 2: Two Years Ago [start and end date]	Year 3: Last Year [start and end date]	Year 4: Current Year [start and end date]	Year 5: Upcoming Year [start and end date]
<p><i>Example: Ebony K. – Vice Chair</i> (Year 2 of 1st 3-yr term)</p>	<p><i>Example: Ebony K. – Vice Chair</i> (Year 3 of 1st 3-yr term)</p> <p><i>Ebony K. re-elected to Board for 2nd 3-yr term at 2024 Annual Meeting</i></p>	<p><i>Example: Ebony K. - Chair</i> (Year 1 of 2nd 3-yr term)</p> <p><i>Ebony K. voted by Board as new Chair at Board meeting following 2024 Annual Meeting</i></p>	<p><i>Example: Ebony K. - Chair</i> (Year 2 of 2nd 3-yr term)</p>	<p><i>Example: Ebony K. - Chair</i> (Year 3 of 2nd 3-yr term)</p> <p><i>Vacancy to fill at 2027 Annual Meeting:</i> (Nominating Committee will suggest a candidate for election from among its interviewees)</p>

APPENDIX E: Board Composition Matrix Process

Step 1: Identify the attributes of importance to the Board and ASO.

Skills	e.g., facilitation
Paid or Unpaid Experience or Expertise	e.g., social media and content development, finance / accounting, legal, resource development
Identities	e.g., belongs to the South Asian community
Lived Experiences	e.g., PHA, Person Who Uses Drugs
Relationships to Communities	e.g., volunteers at a local community centre

Don't make your list too long. Make sure it stays usable.

Step 2: Build a matrix with the skills, paid or unpaid experience or expertise on one axis and Board members on the other axis. If you also are including identities, lived experience and relationships to communities in this matrix, make it clear that the information will only be seen by XX people (e.g., the Chair of the Governance Committee and the Chair of the Board). Alternatively, ask those questions in a confidential survey format. Make it clear that people can choose not to answer. Choose your categories carefully so you don't unintentionally identify someone. For example, if the ASO has a designated seat for a person living with HIV (PHA), it might be sufficient for a PHA to disclose only to the Nominating Committee Chair without having to disclose to the entire Board. The Nominating Committee Chair can then attest that the Board has PHA representation without identifying the Board member's HIV status in the Board Composition Matrix if the Board member does not want their HIV status disclosed. This may apply to other aspects of lived experience or identity as well (e.g., gender identity).

Step 3: Share the matrix you have created and ask each Board member to fill it out. Also, ask Board members if they are interested in being an Officer and which position they are interested in.

Step 4: Aggregate the results; keep information high-level so it isn't identifying (% of Board members with legal expertise, % of Board members with lived experience, general representation trends to show the attributes each Board member poses and the composition of the Board. Identify gaps, i.e., look at what you have versus what you need (given your Strategic Plan, services user

profiles, emerging community needs and trends, policy and funding environment trends, etc.). These gaps become the focus for your Board recruitment strategy.

Board Member	Name:	Name:	Name:	Name:	Name:
SKILLS/PAID OR UNPAID EXPERIENCE/EXPERTISE					
Legal					
Finances/Accounting					
Strategic planning					
Social media					
Government Relations					
IDENTITIES, LIVED EXPERIENCE					
Member of the 2SLGBTQIA+ community					
Member of an Indigenous community					
Living with, at risk for, or affected by HIV/AIDs or Hep C					
Newcomer (Immigrant or Refugee)					
Member of an ACB community					
Experience with Sex Work					
Experience with Substance Use					
Gender					
Age					
RELATIONSHIPS WITH COMMUNITIES					
Geographic communities					
Communities of interest					

APPENDIX F: Board Recruitment Strategy Template

I. Workplan

Activities	Lead	Timelines	Notes
1. Update/create Board member job description			<ul style="list-style-type: none"> • OODP Board Member Job Description Sample
2. Update/create Officer job descriptions			<ul style="list-style-type: none"> • OODP Officer Job Descriptions Sample
3. Update/create Board member job posting <ul style="list-style-type: none"> ○ 2 versions: long and short 			<ul style="list-style-type: none"> • Include expected time commitment • Include recruitment and selection process that has been determined (e.g., group information sessions, oral or written applications, interviews with questions distributed beforehand)
4. Update/create Board candidate application form			<ul style="list-style-type: none"> • Include basic requirements to be a Board member according to ASO's Bylaws, e.g. over 18 years old • Include space for people to write narrative comments about themselves • Plan for audio and/or visual application forms • Include blurb that only candidates who will be interviewed will be contacted
5. Establish interview process <ul style="list-style-type: none"> ○ Who will organize interviews ○ Who will conduct interviews ○ When interviews will take place ○ How interviews will be conducted ○ What materials will be provided to candidates before an interview ○ Whether reference checks will be done and if so, by whom 			<ul style="list-style-type: none"> • Encourage candidates to review specific information on ASO website • Offer brief phone calls to talk about the ASO and the Board if possible (i.e., with Board Chair or Nominating Committee Chair) • Inform candidates of date of Annual Meeting and expectation of their attendance

Activities	Lead	Timelines	Notes
6. Update/create Board candidate interview questions			<ul style="list-style-type: none"> • See sample interview questions below
7. Identify strategies for finding Board candidates			<ul style="list-style-type: none"> • Post on ASO’s website • Post in HIV sector newsletters • Encourage Board and staff to circulate posting • Circulate posting to: <ul style="list-style-type: none"> ○ Students, volunteers and organization Members ○ Organizations that maintain registries of individuals seeking volunteer opportunities or that match people wanting to be on Boards, e.g. Maytree Foundation and local branch of Volunteer Canada ○ Other local community organizations ○ Organizations that are run by and for ASO’s priority communities (e.g., Black communities, Indigenous communities) • Attend events to speak briefly on opportunities with the ASO (e.g., community or cultural events) • Hold information sessions (in person and online) • Advertise in community newspapers as budget allows
8. Distribute Board member job posting			<ul style="list-style-type: none"> • As per strategies determined above
9. Conduct search for and pursue Board candidates			<ul style="list-style-type: none"> • Suggest Board and staff reach out to prospective candidates to encourage them to apply
10. Review applications and decide on which candidates to interview			<ul style="list-style-type: none"> • Ensure process is bias-free • Apply criteria consistently
11. Interview Board candidates			<ul style="list-style-type: none"> • Send questions beforehand • Offer option of virtual or in person

Activities	Lead	Timelines	Notes
12. Decide on slate of candidates			
13. Seek Board approval on slate of candidates			
14. Contact candidates to inform them of whether or not they will be a part of the slate <ul style="list-style-type: none"> ○ Inform unsuccessful candidates of process to stand for election as an independent candidate as permitted by Bylaws ○ Encourage unsuccessful candidates to stay connected to the ASO through volunteering, e.g. on a committee, and with no promises, encourage them to apply again for the Board at a later time 			

II. Sample Interview Questions

The following are sample interview questions that the Nominating Committee can select from to meet its needs:

- a. What draws you to this ASO's mission? How does it connect to your own experiences or communities?
- b. What can you contribute to the Board? [*Consider identities, lived experiences, skills, expertise, and relationships with communities*]
- c. What do you know about our ASO and the services we provide?
- d. What are the key responsibilities of a Board of Directors? Of a Board member?
- e. What does anti-racism mean to you in the context of governance or leadership?
- f. Can you share an example of when you noticed inequity or bias in a group or organization? What did you do?
- g. How do you approach learning about issues like racism, colonialism, or systemic inequity?
- h. What risks and liabilities does a Board have to manage?

- i. Have you ever served or are you currently serving on a Board? If so, which one(s)?
- j. How might you contribute to our fundraising efforts?
- k. What do you know about HIV? Hepatitis C? Greater involvement and meaningful engagement of people living with HIV (GIPA/MEPA) principles?
- l. How do you think about your own power or privilege, and how it might show up in a Board setting?
- m. How do you respond when you're challenged or receive feedback, especially on issues related to anti-racism?
- n. How should a Board demonstrate its commitment to anti-oppression and social justice?
- o. What might need to change about traditional Board practices to be more equitable or inclusive?
- p. Where are you still learning when it comes to anti-racism or decolonization?
- q. What support would help you contribute meaningfully to anti-racism or decolonization work on our Board?
- r. How much time can you commit to Board and committee work each month?

APPENDIX G: Sample Board Member Job Description

This Sample Board Member Job Description is available [here](#) on the [OODP website](#).

Role

A Board member participates in the governance of the ASO as a member of the Board of Directors. The Board of Directors is the governing body and legal authority of the ASO.

Responsibilities

Governance and Fiduciary Duties

1. Act honestly, in good faith, and in the best interest of the organization.
2. Act as a steward of the public trust.
3. Exercise reasonable care and sound judgment in all decision making, including consideration of equity impacts.
4. Avoid conflicts of interest and disclose any real or perceived conflicts.
5. Respect and maintain confidentiality.
6. Be familiar with and abide by the ASO's Bylaws and relevant policies and procedures.
7. Approve, monitor and follow Board policies and as relevant, ASO policies and procedures.
8. Participate in risk management planning and activities.

Strategic and Organizational Oversight

9. Contribute to defining and monitoring the ASO's mission, strategic directions, programs, and services.
10. Learn about and demonstrate passion for the ASO's mission, programs, services and communities it serves.
11. Champion an equitable and inclusive organizational culture.
12. Support organizational accountability by monitoring performance, outcomes, and impact.
13. Respect the difference between governance and operational management while supporting and holding the Executive Director accountable without engaging in day-to-day operations.

Financial and Leadership Oversight

14. Approve and monitor the ASO's budget and ongoing financial position.

15. Participate in hiring, supporting, and assessing the performance of the Executive Director as determined by Board policies.
16. Elect the Board Chair and as required by the ASO's Bylaws, other Officers.

Board Participation and Engagement

17. Contribute to the integration of decolonizing approaches in Board governance, including challenging colonial structures and practices.
18. Contribute to the application of anti-racism and anti-oppression approaches in Board governance and decision-making.
19. Be accountable to the communities served, particularly those most impacted by HIV, by actively seeking input, reflecting community priorities in decision-making, and evaluating impact.
20. Contribute to and share accountability for an inclusive and respectful culture in Board and committee work.
21. Attend, come prepared for, and actively participate in Board, committee, and related meetings.
22. Serve on committees and taskforces.
23. Participate in Board orientation, retreats and other Board gatherings, as necessary.
24. Participate in Board training and development activities, and formal Board assessments.
25. Act as ambassadors for the ASO when appropriate.
26. Leverage community relationships in support of the ASO (e.g., attending events, raising awareness).

Requirements

Board members are expected to demonstrate:

1. Commitment to the vision, mission, values, and work of the ASO.
2. Knowledge, experience, and/or skills in one or more areas of Board governance, for example policy, finance, programming, human resources, fund development, community relations, and anti-racism, anti-Black racism.
3. Availability to serve a term of office of XXX (X) years, to a maximum of XXX (X) years.
4. Ability to contribute at least 10 hours per month to Board and committee work.
5. Lived or living experience as a member of a community served by the ASO is strongly valued.

Approved by Board of Directors: [insert date]
Reviewed by Board of Directors: [insert date]

APPENDIX H: Sample Board Officer Job Descriptions

These Sample Board Officer Job Descriptions are available [here](#) on the [OODP website](#).

Board Chair

The Board Chair provides leadership to the Board of Directors and ensures it meets its obligations and fulfills its governance responsibilities.

Responsibilities [ensure any responsibility identified in the ASO's Bylaws is also captured]

Board Leadership and Meeting Facilitation

1. Preside over meetings of the Board, members and as applicable, Executive Committee.
2. Foster inclusive and respectful Board and committee meetings that encourage diverse perspectives and equitable participation.
3. Ensure the development of Board and as applicable, Executive Committee meeting schedules and agendas.

Governance Oversight and Board Effectiveness

4. Ensure the Board fulfills its governance role and respects the distinction from management.
5. Ensure effective governance practices, including oversight of risk and compliance.
6. Set a high standard for Board conduct and enforce Bylaws and ASO policies concerning Board member conduct.
7. Ensure the Board prepares and implements an annual workplan.
8. Ensure the work of Board committees aligns with the Board's annual workplan, and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level.
9. Serve as a member on Board committees.

Board Development, Culture, and Accountability

10. Ensure the Board and individual Board members receive appropriate education to carry out their role and conduct themselves according to the Bylaws and ASO policies.
11. Ensure Board education includes governance training and ongoing learning in equity, anti-racism, and anti-oppression.
12. Oversee the Board's evaluation or self-evaluation processes and as required, provide constructive feedback to and address underperformance issues with individual Board members.

13. Ensure Board succession through processes to recruit, select and train Board members with skills and qualities required for effective Board governance, including ensuring the Board continues to meaningfully represent people living with HIV and other affected communities.
14. Ensure Board's governance structures and processes are reviewed, evaluated and revised from time to time.
15. Support a Board culture where all members can contribute, and where power dynamics are acknowledged and addressed.
16. Address and help resolve conflicts within the Board constructively.
17. Maintain positive, cooperative and respectful working relationships among and with the Board, committees, management, staff and ASO interest holders.
18. Nurture relationships with Board members, including meeting each Board member at least once a year to support them to contribute their skills and expertise effectively.

Executive Director (ED) Oversight and Support

16. Serve as the Board's point of communication with the ED and as required, provide direction, advice and guidance.
17. Lead the establishing of performance objectives and the monitoring and evaluating of the performance of the Executive Director annually or biennially.

Board Participation and Engagement

18. Encourage respectful communication and participation at meetings—and set the tone regarding how values and anti-racist and decolonizing principles translate to Board affairs and interactions.
19. Lead in the use of anti-racism, anti-oppression, and decolonizing approaches to Board governance, culture, and decision-making.
20. Ensure that Board policies, practices, and decisions are reviewed through an equity lens.
21. Promote accountability to the communities served by the ASO, particularly those most impacted by HIV.

Representation and Ambassadorship

22. Act as the official spokesperson for the Board, report to the members at the Annual Meeting and represent the ASO in the community and to its various interest holders.

Other Duties

23. Perform other duties as determined by the Board.

Requirements

1. All of the requirements of a Board member.
2. Demonstrated leadership skills.
3. Good facilitation and communication skills.
4. Availability to serve the required term of office as required by the ASO's Bylaws.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]

Board Vice Chair

Role

The Board Vice Chair provides continuity of leadership when the Board Chair is absent or unable or refuses to act.

Responsibilities [ensure any responsibility identified in the ASO's Bylaws is also captured]

1. Assume the responsibilities of the Board Chair when the Chair is absent or unable or refuses to act.
2. Serve on the Executive Committee.
3. Chair at least one Board committee.
4. Maintain a positive, cooperative and respectful working relationship with the Board Chair and Executive Director and as required, provide advice and guidance.
5. Support the Chair in maintaining a high standard for Board conduct and enforce Bylaws and ASO policies concerning Board member conduct, with particular emphasis on fiduciary responsibilities.
6. Performs other duties as determined by the Board or Executive Committee from time to time.

Requirements

1. All of the requirements of a Board member.
2. Demonstrated leadership skills.
3. Good facilitation and communication skills.
4. Availability to serve the required term of office as required by the ASO's Bylaws.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]

Board Secretary

Role

The Board Secretary ensures the maintenance of records, minutes and legal documents of the Board.

Responsibilities [ensure any responsibility identified in the ASO's Bylaws is also captured]

1. Attend and be the secretary of meetings of the Board, Executive Committee and Members.
2. Review minutes of meetings of the Board, Executive Committee and Members for accuracy when such minutes are taken by someone delegated to do so.
3. Keep a roll of the names and addresses of Members.
4. Ensure the proper recording and maintenance of all meetings of the ASO, Board and Board committees.
5. Attend to correspondence on behalf of the Board.
6. Have custody of all minute books, documents, registers and the seal of the ASO and maintain them as required by law.
7. Ensure that all reports are prepared and filed as required by law or requested by the Board.
8. Ensure appropriate distribution of minutes after meetings of the Board, Executive Committee and Members.
9. Enter or ensure entry in the ASO's records minutes of all proceedings at meetings of the Board, Executive Committee and Members.
10. Give such notices as required by the Bylaws of all meetings of the ASO, Board and Board committees.
11. Be familiar with legal documents to note applicability during meetings, e.g. Articles of Incorporation and Bylaws.
12. Be the custodian of the corporate seal and of all books, papers, records, correspondence, and documents belonging to the organization, except when some other Officer or agent has been appointed for that purpose.
13. Assume the responsibilities of the Board Chair when the Chair or Vice Chair is absent or unable or refuses to act.
14. Support the Chair in maintaining a high standard for Board conduct and enforce Bylaws and ASO policies concerning Board member conduct, with particular emphasis on fiduciary responsibilities.
15. Serve on the Executive Committee.
16. Maintain a positive, cooperative and respectful working relationship with the Board Chair and Executive Director and as required, provide advice and guidance.
17. Performs other duties as determined by the Board or Executive Committee from time to time.

Requirements

1. All of the requirements of a Board member.

2. Good writing and communication skills.
3. Availability to serve the required term of office as required by the ASO's Bylaws.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]

Board Treasurer

Role

The Board Treasurer works collaboratively with the Chair and Executive Director to support the Board in achieving its fiduciary responsibilities.

Responsibilities [ensure any responsibility identified in the ASO's Bylaws is also captured]

1. Oversee the keeping of full and accurate books of account and accounting records.
2. Participate in the preparation and monitoring of an annual budget.
3. Report on the financial health of the ASO to the Board at least quarterly and to the Members at the Annual Meeting.
4. Ensure the Board's financial policies are kept current and being followed.
5. Ensure accounts are audited annually by an independent accounting firm.
6. Chair the Finance Committee.
7. Support the Chair in maintaining a high standard for Board conduct and enforce Bylaws and ASO policies concerning Board member conduct, with particular emphasis on fiduciary responsibilities.
8. Serve on the Executive Committee.
9. Maintain a constructive working relationship with the Board Chair and Executive Director and as required, provide advice and guidance.
10. Performs other duties as determined by the Board or Executive Committee from time to time.

Requirements

1. All of the requirements of a Board member.
2. Good financial management skills.
3. Availability to serve the required term of office as required by the ASO's Bylaws.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]

APPENDIX I: Board Manual Annotated Table of Contents

This Board Manual Annotated Table of Contents is available [here](#) on the [OODP website](#).

The purpose of a Board of Directors Manual (“Board Manual”) is to provide information that will enable the effective governance of an organization. This includes information on the roles and responsibilities of the Board as a whole and its individual members, as well as information on the organization.

Below is an annotated table of contents that has been designed to help AIDS service organizations (ASOs) create their own Board Manual. Feel free to adapt it to make it your own.

Each section contains the essential items that should be included. Additional items may be added if deemed necessary by the ASO, e.g., a letter of welcome to the Board. The order of the sections and subsections may be changed based on the preferences of the ASO. If an item is not available when the Board Manual is first distributed, the item can/should be added at a later date. Note that some of the policies below include operational elements and so may also be seen at the operational policy level (e.g., in financial policies).

The Board Manual should be provided at the start of a term for each new Board member. It should be made available online via a shared folder or designated website link, e.g. SharePoint, Google Drive, Dropbox. It should also be provided in hard copy to any Board member who requests it. The Board Manual should be reviewed and updated by the Board and/or Governance Committee on an annual basis.

Some of the items identified below are available on the [OODP website](#).

1. Organization Overview

- 1.1. History – history of the ASO.
- 1.2. Vision, Mission and Values.
- 1.3. Truth and Reconciliation Statement.
- 1.4. Anti-racism, anti-Black Racism Statement.
- 1.5. Solidarity Statements.

2. Board Model and Processes

- 2.1. Board Roles and Responsibilities – list of the roles and responsibilities of a not-for-profit Board and individual Board members (see [OODP website](#)).
- 2.2. Board Job Descriptions – job description for an individual Board member and each Board Officer position (see [OODP website](#)).
- 2.3. Board Committees – list of Committees, terms of reference for each Committee and list of members for each Committee (see [OODP website](#)).
- 2.4. Board Meeting Structure, Processes and Decision-making – outline of how meetings will be run (e.g. who will chair, who will take minutes), process and timelines for finalizing minutes, expectations for follow-up on action items before next meeting, timelines for distribution of meeting agendas and materials, and how decisions will be made.
- 2.5. Unity of Control – articulation of reporting relationships.
- 2.6. Executive Director Accountability and Authority.
- 2.7. Executive Director Job Description.
- 2.8. Executive Director Performance Management.
- 2.9. Executive Director Compensation and Benefits.
- 2.10. Executive Director Succession Plan.

3. Board and Key ASO Policies

- 3.1. Board Code of Conduct (see [OODP website](#)).
- 3.2. Organizational/ Human Resources Policies Applicable to Board Members – anti-discrimination, anti-harassment and anti-violence; whistleblower policy; conflict of interest; privacy and confidentiality; media communications; health and safety.
- 3.3. Board Governance Policies – copy of each governance policy passed by the Board of Directors, e.g. meeting attendance and Board volunteer liability policy.
- 3.4. Human Resources Manual/ Collective Agreement – copy of the current human resources policies and procedures, and/or Collective Agreement.

4. Financial Oversight

- 4.1. Financial Policies – copy of the ASO’s financial policies and procedures, e.g., cheque signing, expenditure control; approval limits; financial transparency; asset protection and investment guidelines (should also be included in Administration/Operations Manual).
- 4.2. Budget – budget for the current fiscal year and most recent financial report to the Board.
- 4.3. Funder Agreements – summary of funding agreements, including name of funder, brief description of what funding covers, amount of funding, period funding covers, deliverables to be achieved, and information on reporting obligations.

5. Resources

- 5.1. Acronyms – list of commonly used acronyms and their definitions.
- 5.2. Useful Websites – list of useful websites for the HIV sector, e.g. [HIV Resources Ontario](#) and [OACHA HIV Action Plan to 2030](#)

6. Appendices

- 6.1. Organizational Chart – copy of the current organizational chart.
- 6.2. Programs and Services – description of the geographic catchment area as well as a listing and description of each program and service offered by the ASO.
- 6.3. Strategic Plan – copy of the current Strategic Plan and Implementation Plan.
- 6.4. Annual Report – copy of the most recent Annual Report.
- 6.5. Executive Director (ED) Board Report – copy of most recent ED Board report (see [OODP website](#)).
- 6.6. Bylaws – copy of the current Bylaws.
- 6.7. Board Meeting Schedule – list of dates and times for Board meetings for the year.
- 6.8. Board List – name of each Board member, their position on the Board and their contact information.
- 6.9. Board Workplan – itemized workplan of Board activities for the year (see [OODP website](#)).
- 6.10. Board Calendar – calendar of items/events relevant for the Board and should include both ASO and Board-specific items/events, e.g. annual PHA picnic, due dates for funder reports and start date for collective bargaining.
- 6.11. Board Evaluation – tool(s) used for Board self-assessment (see [OODP website](#)).
- 6.12. Board Composition Matrix (see Nominating Committee Resource on [OODP website](#)).
- 6.13. Audited Financial Statements – copy of the most recent audited financial statements.
- 6.14. Board Meeting Agenda Template (see [OODP website](#)).
- 6.15. Board Meeting Minutes Template (see [OODP website](#)).

APPENDIX J: Sample Annual Meeting Agenda and Package Content List

Sample Annual Meeting Agenda

1. Call to order
2. Welcome
3. Certification of proxy forms
4. Counting and declaration of quorum
5. Appointment of scrutineers
6. Approval of minutes from previous year's Annual Meeting
7. Business arising from previous year's Annual Meeting
8. Board Chair and Executive Director report, including committee reports
9. Approval of audited financial statements
10. Appointment of auditors for next year
11. Changes to Bylaws
12. Election of Directors, including report of the Nominating Committee
13. Adjournment

Sample Annual Meeting Package Content List

1. Notice of the meeting, including date, time and location
2. Meeting agenda
3. Board's slate of candidates and candidate biographies
4. Names and biographies of independent candidates (if permitted by Bylaws)
5. Minutes from previous year's Annual Meeting
6. Audited financial statements and recommendation regarding the appointment of auditors
7. Bylaw changes, with an explanation as to why the changes are needed
8. Proxy voting instructions and forms (ensure compliance with Bylaws)