



## **Role of the Nominating Committee, Membership, Process, and Recruitment & Selection Timelines**

The Stampede's by-laws outline the minimum qualifications and process required to become a Director candidate. These qualifications provide a basic foundation for the Stampede's election process and Director requirements. The Nominating Committee was created by the Stampede's Board to provide an additional vetting process for potential Director candidates that is robust and objective in its design, and which is purposed to identify the best candidates for nomination and consideration by Shareholders for election to the position of Director.

### **Role of the Nominating Committee**

Specifically, as described in the current Nominating Committee Terms of Reference:

*"The Nominating Committee has a mandate to:*

- *execute a recruitment and selection process that supports Board criteria and Board direction and make recommendations to the Board, through the Governance and People Committee, regarding new nominees to the Board;*
- *execute effective communications to support Shareholders in making informed voting decisions;*
- *Provide recommendations to the Board on election matters as requested by and via the Governance and People Committee*
- *Identify volunteers who have leadership potential for the Board and maintain, as corporate record, a database of same;*
- *Manage potential candidate relationships throughout the recruitment and selection process."*

The Nominating Committee is a sub-committee of the Governance and People Committee. The Governance and People Committee provides oversight to the Nominating Committee on Board criteria, Board direction and number of Board vacancies.

It is important to note that the Nominating Committee recommends candidates specifically for vacant elected Director positions only. The Nominating Committee has no role in the evaluation or recommendation of incumbent Director candidates seeking re-election or candidates considered for appointed Director positions. Both of these processes are administered by the Board of Directors as prescribed by the Stampede's by-laws.

Detail on the Nominating Committee's specific responsibilities, as approved by the Board of Directors, are outlined in the committee's Terms of Reference at the link below:

[Nominating Committee Terms of Reference](#)

### **Nominating Committee Criteria for Evaluation**

Based on comprehensive self-evaluation by the Board, a list of skill and expertise requirements are annually provided to the Nominating Committee by the Board through the Governance and People Committee, to support its evaluation of candidates. The categories of considered criteria include general attributes, expertise and experience for overseeing the management of an organization and expertise related to the specific activities required by the strategic direction of the Stampede. The current criteria identified by the Board are as follows:

<b>General Attributes</b>	<b>Business Oversight Expertise</b>	<b>Stampede-Specific Expertise</b>
Board Education Board Experience Time Commitment Willingness to Learn Independence	Accounting & Finance Executive HR Leadership Executive Leadership Facilities & Infrastructure Development Governance Legal Marketing Strategy Risk Management Strategic Planning	Agriculture Business Development Master Planning & Execution Community Leadership

### **Nominating Committee Recruitment & Evaluation Process**

Each year, the Nominating Committee engages in an extensive recruitment process attempting to identify all potential leadership candidates from across the organization.

Following the completion of all recruitment activities, the Nominating Committee will conduct an initial evaluation of applications received based on the above criteria, including a review of candidate resumes and an initial screening interview with each candidate. From these evaluations, a shortlist of candidates is determined by the Nominating Committee and those candidates not short-listed are notified.

Candidates shortlisted for detailed evaluation are invited to participate in a second, comprehensive panel interview with members of the Nominating Committee which includes a robust question framework and governance-based case scenarios. Comprehensive reference checks are additionally conducted for the short-listed candidates (two Stampede references, two business references).

From all information gathered, the Nominating Committee then deliberates and comes to a decision on candidates for recommendation.

### **Nominating Committee Recommendation**

Recommendation of candidates is given by the Nominating Committee to the Governance and People Committee typically in late November. The Nominating Committee supports its recommendation of candidates with both quantitative and qualitative evaluations on the basis of the criteria provided by the Board. If approved by Governance and People Committee, the candidates are then recommended by Governance and People Committee to the Board, typically in early December.

Following the Board's approval of candidates, the list of recommended candidates is then promptly communicated to Shareholders.

If you have any questions about any of the information provided above, please do not hesitate to contact any of the [Nominating Committee members](#).