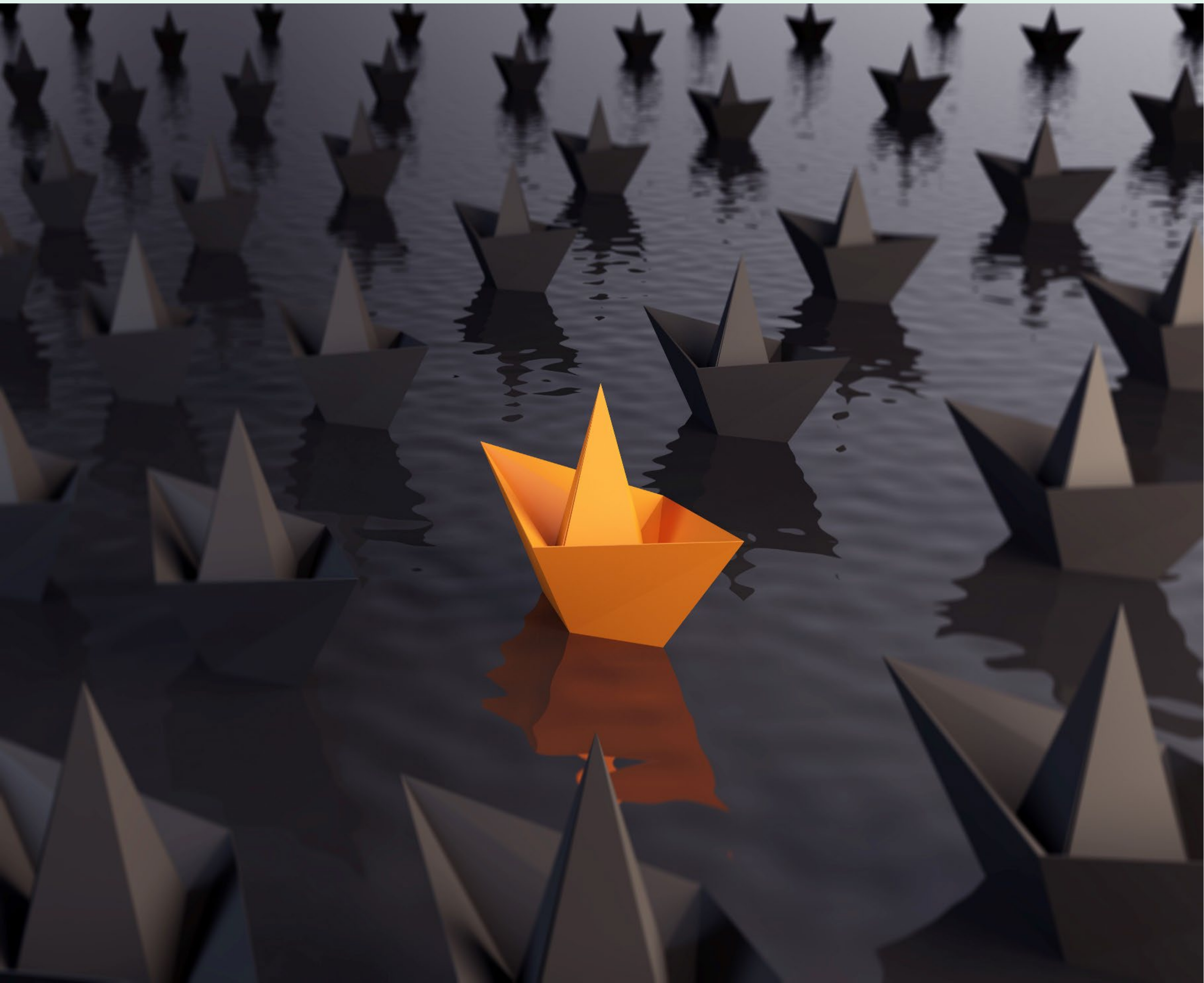
Association of
Arctic Expedition
Cruise Operators

AECO Nominations Procedure

Guidelines for Nomination Committee Work



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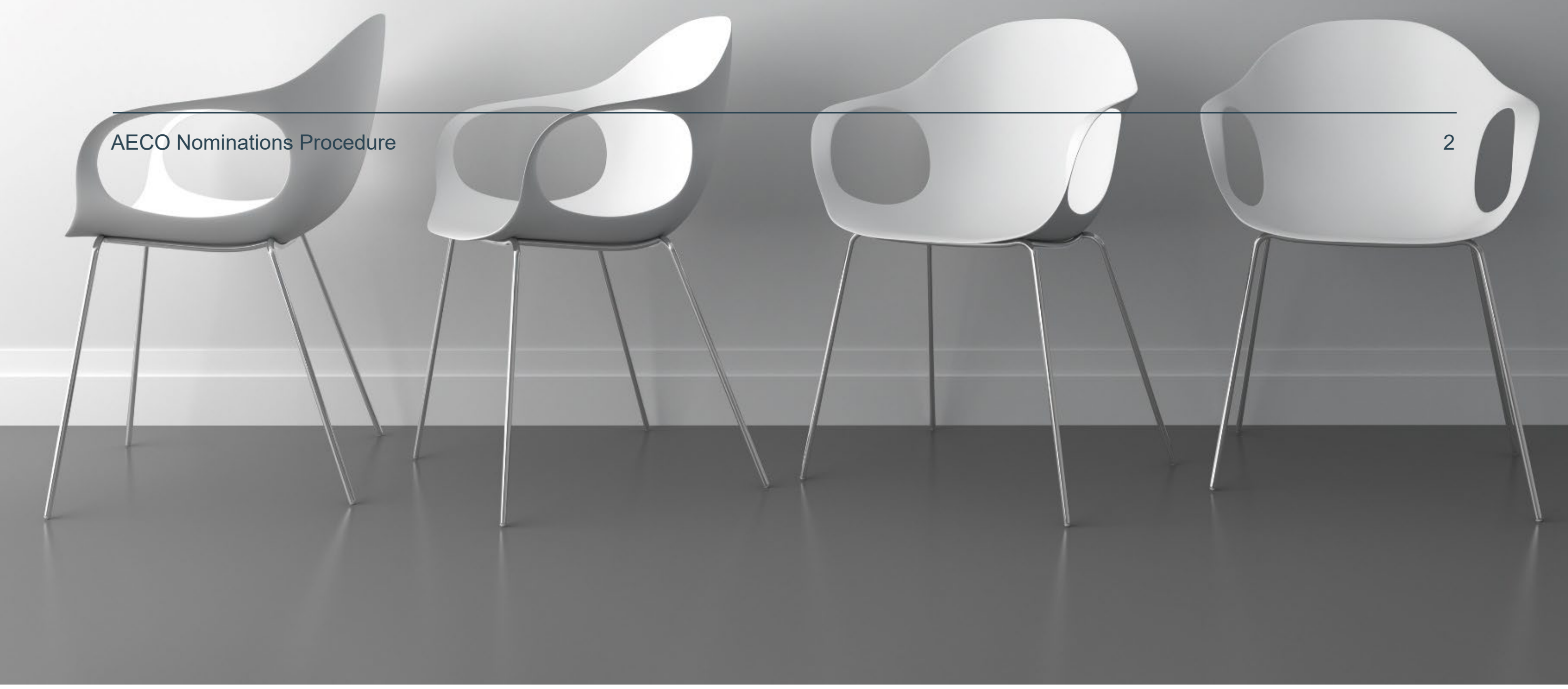

AECO Nominations Procedure

The role of the Nomination Committee

AECO is an organization relying on active participation from its members and being members of committees is an important contribution. The role of the Nominations Committee is vital in considering and preparing nominations of members to committees at the AGM.

In the period between the Annual Meetings, the Nominations Committee will as per the Terms of Reference secure the necessary number of electable candidates for committee elections held during the AECO Annual Meeting.

This procedure is intended to ensure a fair, transparent, and effective nomination process that supports AECO's commitment to good governance and the continuous improvement of its committee structures.

General Rules of Conduct

Definition of Conflict of Interest
A conflict of interest arises when a member of the Nomination Committee has a personal, financial, or professional interest that could unduly influence or appear to influence their decisions or recommendations.

Disclosure of Conflicts
All committee members are required to disclose any potential or actual conflicts of interest at the earliest opportunity.

This includes relationships with nominees, affiliations with organizations involved in the nomination process, or any other circumstances that could compromise impartiality.

Recusal from Decision-Making

If a conflict of interest is identified, the member must recuse themselves from discussions and decisions related to the affected nominee(s).

The recusal should be documented in the meeting minutes to ensure transparency.

Voting process/decision-making process for the Committee
The Nominations Committee makes decisions based on consensus within the committee, based on pre-defined criteria for candidate selection. In case a consensus cannot be met, the committee must consult with the Executive Committee.

Decisions must be documented in writing with supporting reasoning.

Accountability – who does the Committee report to?

The Nominations Committee reports to the Executive Committee, the Secretariat, and ultimately presents its report at the AGM.

1. **Nomination Documentation**
    - All nominations and evaluations will be documented by the Nominations Committee and shared with the Executive Committee and Secretariat for transparency and record-keeping.
2. **Reporting to the AGM**
    - The Nominations Committee will present a report at the AGM detailing the nomination process, the criteria used, and the final list of candidates for election.
    - This report will include an assessment of the existing committees and recommendations for changes in membership.

Review and update of nomination procedure (purpose, frequency)

The procedure is to be reviewed annually by the Nominations Committee and updated as necessary.

The Nomination Process

Notification of Upcoming Elections:

- The Nominations Committee will notify Full members' primary contacts about upcoming committee elections late May.
- This notification will specify which committee positions need to be filled or are due for exchange, including Terms of Reference.
- The primary contact is responsible for coordinating the nominations on behalf of the company, and to ensure a singular response within the deadline.

Re-confirmation with Current Chairs:

- The Nominations Committee (Chair) will re-confirm with the Secretariat representative and/or the Committee Chair their intentions to continue or step down from their roles.

Encouragement of Nominations:

- The Secretariat will, on behalf of the Nomination Committee, contact the primary representative of every Full Member, encouraging them to nominate representatives for appropriate AECO committees where there is a need.
- The Member will be informed of the current committee representatives from their company and their role(s) on the committees.
- They will also be informed about the evaluation of the committee's engagement/performance and attendance.
- Members will be encouraged to consider the competence required for each committee as outlined in the Terms of Reference, as well as the importance of diversity in representation.

Self-Nominations when re-confirmed:

- Existing Committee Members may in some cases be requested by the Nomination Committee to submit self-nominations to the company they represent. This is to ensure consistency in committees, and that nominations are aligned with the necessary competencies and AECO's strategic objectives.

Deadline for Nominations:

- A deadline for receiving nominations will be established no closer than three weeks prior to the AGM.

Review and Preliminary Nominations:

- The Nominations Committee will review the nominations in consultation with the Secretariat and sitting committee chairpersons.
- Preliminary nominations will be forwarded to the Executive Committee and Secretariat for consideration no less than two weeks before the AGM.

Finalization and Communication:

- The final list of nominations will be communicated to members at least one week before the AGM.
- Changes to nominations may occur at the AGM based on members' discussions.

Criteria for Candidate Selection

1. **Competence and Experience:**
    - Candidates should possess the necessary competence and experience relevant to the committee they are being nominated for, including familiarity with AECO's mission, strategic goals, and the operational environment of Arctic tourism.
2. **Representation and Diversity:**
    - Committees should be representative of the entire AECO membership, including diverse vessel classes and geographical representation.
    - A balanced membership that includes both continuity and new perspectives is essential to maintain a dynamic and forward-thinking committee structure.
3. **Avoidance of Over-Representation:**
    - Efforts should be made to avoid over-representation of any member company within the committees to ensure fairness and balanced decision-making.

Evaluation of Existing Committees

1. **Engagement Assessment:**
   - The Chair of the Nominations Committee will reach out to the chairs of all committees to gather their input on member engagement, including attendance, contribution, and overall participation.
   - The Secretariat lead for each committee will provide additional input on the effectiveness and engagement levels of committee members.
2. **Evaluation Criteria:**
   - This feedback, along with the initial selection criteria (competence, diversity, and representation), will be used to evaluate the current committee members.
   - Committees will be assessed for their effectiveness in fulfilling their mandate and contributing to AECO's strategic objectives.
3. **Recommendations for Replacements:**
   - Based on the evaluation, recommendations for retaining or replacing committee members will be made.
   - If a member is found to be disengaged or not fulfilling their role effectively, the Nominations Committee will initiate a dialogue with the individual to resolve the situation. If there is no solution, the committee will initiate the process of speaking to the individual about how active engagement is critical and what it looks like or ultimately finding a replacement.

Implementation and Review

Implementation

The implementation of the Nomination Process will generally follow the timeline below. This timeline will fluctuate given the needs of the committee and membership each year. However, the call for nominations will begin no later than eight weeks prior to the AGM.

Time	Action
Late January	Nomination committee meets for committee introduction and review of TORs, structure and timelines.
Late April	Nomination committee meeting to plan for the current years' nominations.
Early May	Message sent to committee chairs to remind them of TORs and that the Nomination committee will be in touch after the notification
Late May	Secretariat lead sends out nomination form with Committee TORS to the membership and requests deadline 6 weeks prior to the AGM (early September)
Early June	Nomination committee asks existing committee chairs if they are planning on staying on or if they have identified a suitable replacement for the election committee to review for the following year
Mid June	Nomination committee asks Secretariat leads and Committee Chairs for their feedback on existing committee members with a view to members rolling off committees
During September	• The Nomination committee reviews nominations and decides amongst election committees who will be selected for different committees based on the proposals and the feedback from Chairs and Secretariat. • Suggestions presented to the EC during EC in-person September meeting • Any committee exceeding what is suggested in TOR’s, that needs to be voted on, will be collated and prepared for AGM presentation. Nominated members are notified.
Early October	• Finalize the proposal for membership and check with the Secretariat that it is compliant with the TORs. • The AGM presentation is prepared.
AGM	Present proposal to the members

Procedure Review

The nomination procedure will be reviewed annually by the Nominations Committee and updated as necessary to reflect any changes in AECO's governance structure or strategic priorities.

Member Feedback

Feedback from AECO members regarding the nomination process will be solicited and considered in the annual review of the procedure.