

Nominations Committee

Terms of Reference

Approved December 2022



1. Introduction

In accordance with Nordiq Canada's By-Laws, the Nominations Committee is established by the Board of Directors of Nordiq Canada as an official Board Committee to recruit and evaluate candidates for the Nordiq Canada Board of Directors.

2. Purpose

The Committee is responsible for soliciting and evaluating nominations for the election of Independent Directors to the Board of Nordiq Canada.

3. Accountability

Reports to the Nordiq Canada Board.

4. Mandate

The Committee will:

- a. Actively seek, identify, encourage and recruit, on a continuing basis, qualified and skilled individuals capable of, and committed to, providing effective governance leadership to Nordiq Canada as an Independent Director in accordance with the Nordiq Canada By-Laws and Board Policy Manual;
- b. Broadly promote an open call for nominations via the Nordiq Canada communication channels, the Canadian sport community communication channels and other channels that reach a broad audience of potential candidates as appropriate;
- c. Ensure that candidates meet the qualifications to serve as a Director;
- d. Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director;
- e. Have regard to the specific and desired competencies required on the Board as a whole in soliciting potential candidates;

- f. As per the Nordiq Canada By-laws, actively seek Board members who are representative of Canadian society at large;
- g. Recommend a slate of candidates to the voting Members at each election;
- h. Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominations Committees; and
- i. Carry out these duties in a manner that encourages a long-term view of Board succession planning.

5. Membership

- a. The Nominations Committee shall be composed of:
 - i. The current Chair of the Board (or designate if the Chair is seeking re-election);
 - ii. A former Chair of the Board;
 - iii. An Independent Director of the Board;
 - iv. One of the current Athlete Directors;
 - v. An appointee of the Women's Committee;
 - vi. Two individuals, not from the same Division, to be appointed by the Division Chairs Council.
- b. Any Director, Independent or otherwise, who is up for re-election shall not be on the Committee.
- c. Those Committee members referred to in subsection 5.a) shall be appointed by the Board.
- d. The term of a Committee member appointment is one (1) year and is renewable.
- e. The Board may remove any member of the Committee at its sole discretion.

6. Chairperson

- a. The Chair of the Committee shall be the individual designated under. 5.a.i .
- b. The Committee Chair is responsible for:
 - i. Providing leadership to the Committee (i.e.: convening meetings; developing agendas; assigning, supervising and coordinating the Committee work); and

- ii. Representing the Committee in communication.
- c. The Committee Chair shall consult with:
 - i. the REDI & Safe Sport Committee Chair regarding REDI best practices for the recruitment of potential Board members;
 - ii. the Nordiq Canada Board regarding the desired skills and competencies that would best enhance the effectiveness of the Nordiq Canada Board.

7. Decision-Making

The Committee shall endeavour to make decisions by consensus. In case of disagreement, Committee members shall cast votes.

8. Meetings

- a. The Committee shall determine a meeting schedule that will facilitate achievement of the Committee's work plan, which should include at least four (4) meetings per year.
Committee meetings may be in person or by any other means that facilitates communication of all attending Committee members simultaneously. Minutes that reflect all significant decisions of the Committee shall be kept at all regular meetings. Minutes shall be available to the Nordiq Canada Board.
- b. The Committee will report to all Nordiq Canada Board meetings, in which there has been committee activity since the previous Board meetings.

9. Review

These terms of reference are to be reviewed, updated as appropriate and approved annually by the Board.