



Nominating Committee - Terms of Reference – (December 2, 2019)

1. Overview:

The Nominating Committee is a standing committee of the Squash Canada National Board as indicated in the Articles and By-laws of the Association. This policy outlines the mandate, the roles and responsibilities, the composition and levels of authority of the Nominating Committee.

2. Mandate & Objectives:

The Nominating Committee is responsible for identifying Board candidates and ensuring, on a continuing basis, that the Board of Directors of Squash Canada is composed of qualified and skilled persons capable of, and committed to, providing effective leadership of Squash Canada.

The Nominating Committee will seek, vet and recommend a diverse group of potential board members who possess the highest personal values, judgment and integrity, an in-depth understanding of athletic competition and diverse experience in key business, financial and other appropriate skills which enhance the skill set of Squash Canada's Board of Directors.

The Nominating Committee shall consider and seek to recommend candidates from a broad range of geographic areas and gender backgrounds. The objective of broad geographic representation is considered to be important but not determinative in the nomination selection process.

3. Composition:

The Committee will be comprised of 4 persons as follows.

- **Chair:** May be a former President of Squash Canada, a past member of the Squash Canada Board of Directors, or a Board Appointee
- **Board of Directors Member:** A member of the current Squash Canada Board of Directors not currently up for election.
- **Two representatives of the Provincial/Territorial Associations (PTAs):** The PTAs will select two representatives who are current Board members of a PTA. If more than two representatives are willing to stand, PTAs will conduct an election via email to select two candidates. If no or only one PTA representative is willing to stand, the position may be a Board Appointee.
- **Ex-Officio Staff Member (non-voting):** Squash Canada Executive Director

The Nominating Committee shall be composed of individuals who understand the business of Squash Canada, have a working knowledge of Board governance, who have remained connected to the sport and its developments, and are capable of selecting qualified candidates for the Board of Directors.

4. Required Skills for Squash Canada Board of Directors:

Potential candidates for the Board of Directors of Squash Canada should possess a high level of experience and capability in board oversight responsibilities, including specifically the areas of finance, audit, marketing, management, not for profit, communications and sport experience. Potential candidates should possess some of the following skills:

- Sound knowledge of the Canadian sport system,
- Sound knowledge of the sport of squash and Squash Canada programs and initiatives
- Background and knowledge as an athlete, coach, official, administrator or volunteer leader in squash or in other sporting disciplines;
- Accounting designation (CA, CMA, CGA)
- Legal designation (LL.B)
- Professional qualifications (MD, PHD, MBA, Sport Science degree)
- Personnel Management (Human Resource Professional designation)
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Business and corporate experience, including expertise in project management and financial management; and
- Demonstrated leadership skills in the non-profit sector or other endeavours.
- Media/Marketing/Public Relations contacts and experience
- Fundraising and funding source contacts
- Administration/Management experience (CEO, COO, Executive Level Experience)
- Government relations/contacts
- Organizational development/strategic planning experience

5. Key Duties:

The main duties of the Nominating Committee are:

- Recommend in writing for Board Approval the Selection Criteria and selection process. Board members whose terms are expiring and subject to the nomination process will not vote on the approval of the selection criteria or selection process.
- Actively solicit nominations for candidates to stand for election to the Board of Directors in accordance with the Selection Criteria by seeking, identifying, recruiting and assessing qualified persons to stand for election as Directors. In addition to seeking candidates through the usual networking channels within the athletics community and Provincial/Territorial Squash Associations (PTAs), the Committee may also issue an open call for nominations through national promotional efforts including, but not limited to, press releases, the e-news service of SIRC (Sport Information Resource Centre), the SC website, and other online services where suitable..
- Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations.
- Ensure that candidates for election meet the qualifications to serve as a Director and have fulfilled any additional requirements.
- May communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.
- Promote a regional balance in the composition of the Board by recruiting candidates from different regions of the country.

- Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences.
- Present and approve all qualified persons to stand for election to the Board of Directors
- Oversee all aspects of the election procedures leading up to and at the Annual Meeting, including identifying and enforcing specific timelines and any other administrative requirements.
- Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future SC Nominating Committees.
- Carry out these duties in a manner that encourages a long-term view of SC's leadership needs, as well as Board succession planning.
- Maintain written reports of all Nomination Committee meetings and provide a copy to the Board of Directors within 5 business days of each meeting
- Optionally, review and provide recommendations for candidates to various Squash Canada standing committees.
- Perform such additional tasks as may be delegated to the Committee by the Board of Directors from time-to-time.

6. Authority:

The Nominating Committee will be a limited agent of the Board of Directors. As such, the Nominating Committee will conduct the nomination process as outlined in Squash Canada's By-laws and Squash Canada's Nominations Policy without interference from the Squash Canada Board, management and staff. The Nominating Committee is responsible for research, the proposal of action and/or preparation of nominations and eligibility policy recommendations to the Board of Directors for approval. The Committee will report decisions to the Board of Directors through the Chair of the Nominating Committee.

In considering the nomination of prospective members to the Board of Directors, the Nominating Committee must consider specifically:

- i. A candidates potential contribution to the effective functioning of Squash Canada based on their professional experience as well as their service to the game of Squash
- ii. Any potential or impending change in the candidates principal area of responsibility with his or her company or in his or her employment
- iii. The candidates retirement from his or her principal area of responsibility with his or her company or in his or her employment
- iv. Whether the candidate will bring relevant experience to the Board
- v. Whether the candidate has the ability to attend meetings and fully participate in the activities of the Board
- vi. The candidates reputation for personal integrity and commitment to ethical conduct; and
- vii. Whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.
- viii. Whether the candidate has any pending legal charges or convictions.
- ix. Any screening of candidates or elected nominees is subject to Squash Canada's screening policy.

7. Appointments and Term:

The Board of Directors of Squash Canada appoints members to the Committee. Each term is for a 3 year period and shall be calculated from the date of the previous year's AGM, with the following provision in the instance of the member of the Committee who is a member of the Board of Directors; if such person

ceases to be a member of the Board of Directors for any reason, the Board shall replace such individual with a current Board member who is not up for election.

Nominating Committee members may serve up to a maximum of three 3-year terms. Should a vacancy occur, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Board may remove any member from the Committee, however the Board may not remove or not consider for re-nomination a committee member based on how they vote as a committee member, unless the voting has been determined to be part of a violation of the Code of Ethics.

A national call will be made to fill the available positions on the committee. Provincial / Territorial Squash Association's may nominate potential committee members to the Nominating Committee. The Committee will review each candidate's nomination and forward all qualifying nominations to the Board for inclusion in the Board elections at the AGM.

8. Meetings:

The Committee will meet by telephone or in person, as required. Meetings will be called, as needed, by the Chair. There shall be a minimum of 2 meetings per year.

9. Minutes:

Minutes shall be confidential and reflect only tasks to be completed and committee decisions. Minutes shall be circulated to members of the Committee only.

10. Voting:

Each candidate forwarded to the Board for approval will be subject to a vote by the Nominating Committee. Only candidates achieving a majority vote from the Committee will be forwarded to the Board. Each member of the committee shall cast one (1) vote excluding the Chair. In the event of a tie, the Chair shall cast a deciding vote.

11. Resources:

The Committee will receive the necessary resources from Squash Canada (in accordance with its approved budget) to fulfill its mandate, and may from time to time have staff persons or contractors assigned to assist the committee with its work.

The Nominating Committee has developed a Toolkit as tools used to help in the recruitment and nominations process.

12. Reports to:

Squash Canada Board of Directors and Squash Canada Membership

13. Works with:

All members and stakeholders of the association

14. Objectives / Deliverables:

The Chair of the Nominating Committee and an assigned Squash Canada staff member will provide the objectives / deliverables of the Nominating Committee for each fiscal year in conjunction with the annual strategic plan. The objectives will be delivered in a simple method, which will allow the organization to measure its effectiveness against the organization's strategic measurable objectives. The objectives will be reviewed and/or renewed annually.

15. Reporting:

The Committee will report the list of nominations received to the Board of Directors, in writing, at least **21** days prior to the Annual General Meeting upon which Squash Canada can advise its Members.

The Nominating Committee will then submit recommendations, to the Board of Directors and Members, in writing, as a `Nominating Committee Recommendation Report` as soon as possible following the interview process.

16. Review and Approval:

The Board of Directors will review the terms of reference for this committee every two (2) years.

17. Compensation:

No member of the Nominating Committee shall receive directly or indirectly any salary or other compensation unless authorized in writing by the Board of Directors of Squash Canada.

18. Reimbursements:

Expenses authorized by the Board of Directors of Squash Canada will be reimbursed to members of the Nominating Committee.

Approved by: Squash Canada Board of Directors effective September 20, 2017