

**BIATHLON CANADA NOMINATING COMMITTEE  
TERMS OF REFERENCE**

**September 22, 2014**

**1. MANDATE**

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

**2. KEY DUTIES**

The Committee will perform the following key duties:

**2.1. Recruiting**

Seek, identify and recruit qualified individuals to stand for election as Directors. In addition to seeking candidates through the usual communications means within the biathlon community, the Nominating Committee will also issue an open call for nominations through other necessary and appropriate national channels.

**2.2. Qualification Check**

Ensure that candidates for election meet the qualifications to serve as a Director, and have also fulfilled any additional requirements, including those set out in Annex A and Annex B.

**2.3. Briefing Candidates**

Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.

**2.4. Promoting Regional Balance**

Promote a regional balance in the composition of the Board by recruiting candidates from different regions of the country.

**2.5. Promoting Diversity of the Board**

Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds and personal experiences, however noting that qualifications and skills of candidates, desirable for Biathlon Canada, are the priority.

**2.6. Ensuring Specific and Desired Competencies**

Have regard to the specific and desired core competencies required on the Board as a whole in soliciting nominations.

**2.7. Overseeing the Election Process**

Oversee all aspects of the election procedures leading up to and at the Annual General Meeting, including identifying and enforcing specific timelines and any other administrative requirements.

**2.8. Identifying Potential Future Candidates**

Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominating Committees of Biathlon Canada.

## **2.9. Ensuring Fulfillment of Long-Term Leadership Requirements**

Carry out these duties in a manner that encourages a long-term view of Biathlon Canada's leadership needs, as well as Board succession planning.

## **2.10. Additional Duties**

Such additional duties as may be delegated to the Committee by the Board from time to time.

## **3. AUTHORITY**

The Committee will exercise its authority in accordance with the Biathlon Canada Bylaws and such additional provisions as are set out in this Terms of Reference, and will do so without interference from the Board of Directors or the management of Biathlon Canada.

### **3.1. Applicable Bylaws**

The applicable sections of the Biathlon Canada Bylaws that relate to the work of the Nominating Committee are 34 and 25.

#### **3.1.1. The Board**

Annex A and B of this document describes the composition and mandate of the Board and the minimum qualifications to serve as a Director. To be eligible to hold office as a Director, an individual must meet the requirements of the *Not-for-Profit Corporations Act*, must satisfy any further requirements as set out in Attachment 'A', and must complete a Candidate Qualification Form as set out in Attachment 'B'.

#### **3.1.2. The Nominating Committee**

The composition of the Nominating Committee and its general procedures and timelines are the following:

- a. The Board will appoint the Nominating Committee.
- b. The Committee will consist of three independent and impartial members, one of whom will be the Chair of the Committee,
- c. The Board will designate the Chair of the Nominating Committee.
- d. No member of the Nominating Committee may be seeking office in the election.
- e. The Nominating Committee will finalize nominations at least 30 days before the Annual General Meeting and will circulate same to all members not less than 21 days before the Annual General Meeting

## **4. ELECTION PROCEDURES**

The election of Directors at the Annual General Meeting will occur as set out in Article 25 of the Bylaws. The Nominating Committee will oversee these election procedures.

## **5. TERM**

Members of the Nominating Committee will serve terms of one year, which may be renewed by the Board at its discretion.

**6. MEETINGS**

The Nominating Committee will meet by telephone or in person, as required, with meetings held at the call of the Chair.

**7. RESOURCES**

The Nominating Committee will receive the necessary resources from Biathlon Canada to fulfill its mandate. The Committee may request and receive administrative support from the National Office.

**8. COMING INTO FORCE AND REVIEW**

These Terms of Reference were approved by the Board of Biathlon Canada on (September 22, 2014) and were ratified by the Biathlon Canada Annual General Meeting on (date). The Board will review these Terms of Reference on a regular basis, with input from the Nominating Committee as required.

## ANNEX A

### QUALIFICATIONS AND CORE COMPETENCIES OF ELECTED DIRECTORS

Directors shall fulfill all requirements of the *Not-for-Profit Corporations Act* and further, shall be a resident of Canada and of legal age.

Directors of Biathlon Canada commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and decorum when acting as Board members. Accordingly, Directors must be able to represent unconflicted loyalty to the interests of all Biathlon Canada members. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups, and membership on other boards. It also supersedes the personal interest of any Director acting as a consumer of Biathlon Canada's services, or having a family member who is a consumer of Biathlon Canada services.

Directors will be recruited based upon their demonstrated ability to contribute significantly to the leadership of Biathlon Canada and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole are:

- Biathlon background and knowledge as an athlete, coach, official, administrator or volunteer leader;
- Knowledge of strategic and business planning;
- Human resources management expertise;
- Legal and risk management expertise;
- Financial management expertise;
- Business and /or corporate experience; and;
- Demonstrated leadership skills in the not-for-profit sector or other endeavours.

All candidates for election as a Director will complete and submit a *Candidate Qualification Form* (Annex 'B').

**ANNEX B**

**BIATHLON CANADA CANDIDATE QUALIFICATION FORM**

This form must be submitted to the Biathlon Canada National Office by [date]

This form is to be completed by any person nominated for election as a Director of Biathlon Canada. To be eligible for nomination, a person must:

- Be of legal age
- Be a resident of Canada
- Be a Registered Participant of Biathlon Canada
- Have the endorsement of the Nominating Committee

Name of Candidate:

Address:

Phone Number:

Email Address:

**Please provide a brief summary (one paragraph on each point is suggested) which specifically addresses your attributes as a potential Director in any of the following areas of knowledge and/or expertise:**

- your overall experience in and association with the sport of biathlon, including your experiences in a club, a provincial/territorial association, and/or other associations in the sport of biathlon, including any previous appointment or experience with Biathlon Canada
- your knowledge and/or experience in strategic and/or business planning.
- your knowledge and/or experience in human resource management
- your experience in legal and risk management
- your business or corporate enterprise experience
- your demonstrated leadership skills in the not-for-profit sector

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Candidate Endorsement**

The Nominating Committee hereby endorses \_\_\_\_\_ as a candidate for election as a Director of Biathlon Canada.

\_\_\_\_\_  
Chair of Nominating Committee (Name)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date