

# **BIATHLON CANADA NOMINATING COMMITTEE TERMS OF REFERENCE (November 2019)**

## **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 appropriately 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. Skills and Competencies**

Based on the strategic direction, organizational priorities and resources of the organization identify the skills and competencies required at the Board level to ensure that organizational goals can be met.

Maintain a “Skills Matrix” of the Board of Directors.

Ensure that the size of the Board is sufficient to staff all committees without imposing an unreasonable burden on any one or more individual Directors.

At least annually, review the requirements for, and composition of, Committees of Directors and recommend any required changes to the Board.

### **2.2. 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 seek nominations through other necessary and appropriate channels with a view to identifying and attracting appropriate candidates.

### **2.3. 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, personal experiences and other requirements of the Canada Not-for Profit Corporations Act, 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 skills and competencies required on the Board as a whole in soliciting nominations.

## **2.7. Nominating Individuals for election and appointment to the Board of Directors**

Nominate nominees to stand for election as Directors at the subsequent annual general meeting of Biathlon Canada, and in the case of directors to be appointed to the Board between annual general meetings, the nominees to be appointed by the Board. Appropriate procedures shall be adopted to ensure that a member of the Committee recuses themselves from decisions that may include the approval of that member as a nominee for election as a Director.

Oversee all aspects of the election and appointment procedures for Directors.

## **2.8. Identifying Potential Future Candidates**

Where appropriate, identify individuals for future nomination as Directors or members of 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. New Director Orientation**

Review, monitor, and make recommendations regarding new Director orientation.

### **2.10 Board and Director Assessments**

Plan and conduct an annual Board and Director assessment (e.g. via survey, to allow each Director to provide input as to areas of strength and weakness on the Board and Director performance).

On an annual basis, report to the Board of Directors on the feedback from the Board and Director assessment.

### **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.

### **3.1.1. The Board**

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 and, subject to the Bylaws, the Chair of the Nominating Committee.
- b. The Committee will consist of not less than three members. There shall be at least two Directors on the Committee and at least one of the Directors on the Committee shall be a director with a term continuing past the next AGM of Biathlon Canada. Other members of the Committee may be non-directors of Biathlon Canada. The President of Biathlon Canada and employees of Biathlon Canada are not eligible to be members of the Committee.

## **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 \_\_\_\_\_ November, 2019 . The Board will review these Terms of Reference on a regular basis, with input from the Nominating Committee as required.

## ANNEX A

### QUALIFICATIONS 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. All candidates for election as a Director will complete and submit a *Candidate Qualification Form* (Attachment '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
- Have the endorsement of the Nominating Committee

Any candidate nominated for election as a Director will be required to be or become a Registered Participant of Biathlon Canada.

Name of Candidate:

Address:

Phone Number:

Email Address:

**Please provide a brief summary which specifically addresses your attributes as a potential Director**

\_\_\_\_\_  
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