

NOMINATING COMMITTEE TERMS OF REFERENCE

1. Purpose

The primary purpose of the Nominating Committee (the “**Committee**”) is to ensure that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the CAC.

2. Interpretation

Capitalized terms used but not defined herein will have the meanings given to them in the General By-law of the CAC.

3. Composition

The Committee, including the Committee Chair, is appointed by the Board. The Committee includes between two (2) and four (4) other Directors. Members of the Committee are expected to be appointed for one-year terms.

4. Other Participants

The Committee may invite such individuals, with the permission of the Chair or the CEO and in accordance with the approved budget for external professional services firms, consultants and advisors, as it may see fit from time to time to attend portions of meetings of the Committee. For greater certainty, those individuals shall not be permitted to vote.

At each meeting, the Committee will meet on its own to discuss any matters that the Committee members believe should be discussed privately.

5. Roles and Responsibilities

Under section 8 of the By-laws, the Committee is responsible for:

- soliciting candidates, whom the Committee deems to be suitable, for the appointed membership positions under the By-laws;
- soliciting and proposing candidates, whom the Committee deems to be suitable, for the elected membership positions under the By-laws; and
- preparing and recommending a slate of all of the individuals described above to be presented to the Board for approval.

In connection therewith, the Committee is responsible for:

- populating and maintaining the skills and attributes matrix at Appendix “A”;

- determining the skills, experiences, and attributes to be sought in the current year's recruitment process with reference to the skills and attributes matrix at Appendix "A";
- determining the interest of current eligible Directors in serving for a future term;
- actively searching for potential candidates with the support from CAC, including issuing calls for expressions of interest;
- working collaboratively with the Provincial / Territorial Coaching Representative (PTSLEC) as well as the NSO Executive Council (NEC) to recommend nominations as required;
- ensuring that the following guiding principles for Board composition are communicated to nominating entities and reflected in the recommendations:
 - Board composition is reflective of key stakeholders; and
 - Directors should serve for a sufficient time so that they can contribute effectively;
- developing a slate of candidates for presentation to the Board that will satisfy the desired objectives;
- reporting to the Board when requested by the Board;
- reviewing these Terms of Reference, including the skills and attributes matrix at Appendix "A", at least every second year (or more frequently if necessary to address, for example, legislated or mandated changes), and advising the Governance Committee regarding:
 - areas of concern;
 - best practices; and
 - any recommended changes;
- assuming other related responsibilities that are assigned to the Committee by the Board from time to time.

6. Procedures

- **Frequency of Meetings:** The Committee will meet by telephone or in person, as required. Meetings will be at the call of the Chair.
- **Notice of Meetings:** To the greatest extent possible, meeting dates and times will be determined at least two (2) weeks before the date of a particular Committee meeting, but if the Chair of the Committee considers it a matter of urgency, the Chair may call a meeting of the Committee at any time. To the greatest extent possible, the agenda and any supporting documents will be provided to the Committee members at least four (4) days before the date of the meeting.

- **Electronic Participation in Meetings:** A meeting of the Committee may be held by means of any telephonic, electronic or other communications facilities that permit all persons participating in the meeting to communicate adequately with each other.
- **Minutes:** Minutes shall be taken for each meeting of the Committee.
- **Quorum and Decision-Making:** A majority of the voting members of the Committee will constitute a quorum for the transaction of business. Each Committee member is authorized to exercise one (1) vote on each decision. At all meetings of the Committee, every question will be determined by a majority of the votes cast.

Effective Date		Approval
April 1, 2024	This version: <ul style="list-style-type: none"> • Updates to standardized formatting. • Protects the By-laws of the association as the governing document. • Clarifies more robust set of Roles and Responsibilities. 	March 27, 2024
Review Cycle		
Every year	As required.	