

NOMINATING COMMITTEE TERMS OF REFERENCE

1. Purpose

The primary purposes of the Nominating Committee (the "**Committee**") include (1) assisting the Board with the Director recruitment process; and (2) ensuring, on a continuing basis, 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 CAC (the "**By-laws**").

3. Composition

The Committee is appointed by the Board. The Committee will appoint its Chair from amongst its members. The Committee is composed of no fewer than three (3) and no more than five (5) Directors. One or more previous Directors may also be appointed to the Committee by the Board, except they are not eligible to serve as Chair of the Committee. Without limiting the discretion of the Board, members of the Committee are typically appointed for terms that expire at the close of the next annual meeting of the Members.

4. Other Participants

The Committee may invite such individuals, with the permission of the Chair or the Chief Executive Officer and in accordance with the approved budget 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

A. Nominating Responsibilities

Without limiting any responsibilities of the Committee under the By-laws, the principal nominating-related responsibilities of the Committee include:

- determining the interest of current eligible Directors in serving for a future term;
- identifying the skills and expertise required for the applicable position;
- issuing a call for expressions of interest;

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- working collaboratively with the Provincial / Territorial Coaching Representative (PTSLEC) as well as the NSO Executive Council (NEC) to recommend nominations as required;
- researching the background of potential candidates;
- searching actively for potential candidates with support from the CAC;
- approaching potential candidates with respect to their interest in serving on the Board;
- reviewing suitability of individual candidates including current Directors eligible for a second term;
- identifying a slate of individuals that will satisfy the desired outcomes; and
- reporting to the Board with a recommended slate.

B. Other Responsibilities

Without limiting the generality of the foregoing, the roles and responsibilities of the Committee also include:

- ensuring that the following guiding principles for Board composition are communicated to the Board:
 - Board composition is reflective of key stakeholders; and
 - Directors serve for a sufficient time so that they can contribute effectively; and
- developing a succession plan for Directors and the Chair to fill expected vacancies that deals with:
 - acceptable levels of turnover;
 - a mix of skills and expertise that is reflective of current needs and priorities; and
 - gender balance, cultural diversity, and linguistic duality.

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.

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- **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.
- **Recording Secretary:** Due to the sensitive nature of this Committee's responsibilities the committee members will elect a recording secretary from amongst its members. At the discretion of the Chair, the CEO may be requested to participate as recording secretary.
- **Minutes:** Minutes shall be recorded of all meetings and will contain date of the meeting, the names of the members of the committee in attendance, and sufficient detail to show that the committee has been duly diligent in its work.
- **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 consensus.

Effective Date		Approval
April 1 st , 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 th , 2024
November 1 st , 2024	This version: Expand composition to include eligibility of previous Directors.	October 27 th , 2024
Review Cycle		
Every year	As required.	