**RINGETTE CANADA**

**NOMINATIONS COMMITTEE**

**Terms of Reference**

**PURPOSE**

The Nominations Committee (the “**Committee**”) is a Standing Committee of the Board of Directors (the “**Board**”) of Ringette Canada (the “**Organization**”). It is responsible for ensuring that the Organization’s Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership for the Organization.

The Committee Terms of Reference should be read in accordance with the *Canada Not-for-profit Corporations Act* (the “**Act**”) and the *Canadian Sport Governance Code* (the “**Code**”).

**DUTIES AND** **RESPONSIBILITIES**

The Committee is responsible for providing advice to the Board on all matters related to the recruitment and selection of Directors. It will also provide guidance on best practices regarding board diversity evaluation, board Director competency evaluations, and for making recommendations regarding such matters as appropriate.

**AUTHORITY**

The Committee will exercise its authority in accordance with the Organization’s By-Laws and such additional provisions as are set out in this Terms of Reference and will do so without interference from the Board or the management of the Organization.

The Committee may engage outside experts, including consultants, or other advisors, when it deems appropriate to properly discharge its responsibilities to the Organization. The Chair shall engage the necessary experts in consultation with the Board and Executive Director and the Board shall be kept informed of both the selection of the experts and their advice.

The Committee must seek approval from the Board for any expenditures related to external advisors or consultants.

The Chair shall engage the necessary experts in consultation with the Board and Executive Director and the Board shall be kept informed of both the selection of the experts and their advice.

**COMPOSITION**

The Committee shall be composed of up to five members, including a minimum of three Board directors not eligible for election at the next Annual General Meeting. The Board shall approve the appointments to the Committee annually and the Chair of the Committee shall be appointed by the Board, from among the other Directors.

**MEETINGS**

Meetings may be at the call of the Chair, the President, or any two members of the Committee, or in accordance with a schedule adopted by the Committee and shall include a meeting agenda.

A majority of the Committee, which includes a minimum of two Board members, shall constitute a quorum. The Committee shall endeavor to reach consensus on all significant decisions. If consensus cannot be reached, the determinations of the Committee shall be made by a majority of its members present. In the event there is no majority, the Chair of the Committee shall be entitled to cast the deciding vote.

The Committee shall keep and approve Minutes of its meetings in which shall be included significant discussions and all action items. The minutes shall be made available to all Board members as soon as practicable.

The Committee may invite directors and members of the Organization’s senior management or other external advisors or experts as it may see fit from time to time to attend all or part of the meetings of the Committee and assist in the discussion and consideration of the duties of the Committee.

**REPORTING**

Committee minutes will be included in the Board materials for the next Board meeting, and the Chair of the Committee shall make an oral report to the Board, which will include Committee recommendations, where applicable.

**RESOURCES AND BUDGET**

Purchasing and contracts shall be at the request of the Chair of the Committee and shall be processed by the Executive Director using Ringette Canada’s usual process and procedures including spending authorities.

**DELIVERABLES**

The Committee will be responsible to recommend to the Board the person(s) to be elected to the Board, and the persons to be appointed to each Committee as members, and Chairs. Without limiting the foregoing, the Committee shall have the following duties:

* Seek, identify and recruit qualified individuals to stand for election as Directors
* Ensure that candidates for election meet the qualifications to serve as a Director and have fulfilled any additional requirements
* 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.
* Have regard to the specific and desired competencies required on the Board when soliciting nominations.
* Provide a recommended slate of candidates to the Members based both on the gap analysis exercise and the interview process.
* Oversee all aspects of the election procedures at the Annual General meeting.
* Where appropriate, identify individuals for future nomination as directors and maintain this information for future use.
* Carry out these duties in a manner that encourages a long-term view of the Organizations’ leadership needs, as well as Board succession planning.
* Review with the Board, on an annual basis, the composition and size of the Board to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.
* Maintain a matrix of the competencies and skills that the Board considers necessary for the Board, as a whole, to possess to identify any competency gaps on the Board.
* Provide an orientation and education program for new directors.
* Such additional duties that may be delegated to the Committee by the Board from time to time.
* Develop and oversee a Board diversity policy, including an annual report to the Board on its’ diversity status.

**DELEGATION**

To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be allocated by the Board to a different committee without revisions to these Terms of Reference. The Committee may not delegate any of its responsibilities to another committee without approval by the Board.

**TERMS OF REFERENCE REVIEW**

The Committee shall conduct an evaluation of the Committee’s performance and Terms of Reference annually and recommend to the Board such Terms of Reference changes, as the Committee deems appropriate.

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