

## **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.
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## **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.

Appendix A

**BOARD OF DIRECTORS INFORMATION PACKAGE**

*(Revised May 2023)*

**INVITATION**

The Nominations Committee of Ringette Canada is issuing this Call for Nominations, seeking Director candidates for election to the Board of Directors of Ringette Canada at the Annual General Meeting to be held September 27, 2023.

Ringette Canada is currently developing a new strategic plan so this is an exciting time to become involved as a board member in setting strategic priorities.

Positions to be filled:

- 3 Director at large positions (each for a three-year term)

To apply please complete the Candidate Qualification Form at the following link outlining your interest and experience as defined in the attached Board Information Package.

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**Interested individuals please complete the Candidate Qualification Form:**

[Candidate Qualification Form](#)

Applications must be received by Ringette Canada on or before **July 14, 2023 at 17h00 (EDT)**.

Any questions can be sent to [ringette@ringette.ca](mailto:ringette@ringette.ca)

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## BOARD OF DIRECTORS INFORMATION PACKAGE

### About Ringette Canada

Ringette is a Canadian Heritage Sport and is the national governing body for Ringette in Canada.

We are proud to be an athlete-centered and values-driven organization that provides programs, events, and initiatives that enable Canadians to participate in a fun, safe and inclusive sport.

As world leaders in ringette, we also help elite athletes, coaches, and officials reach their highest potential through National Team programs, the National Ringette League, and through national and international events and competitions.

Ringette in Canada is a thriving sport represented in 9 Canadian provinces. Nationally we boast over 30000 registered players, 6800 coaches, 1400 officials, and countless volunteers.

Our Mission	Our Vision	Our Values	True Sport Affiliation
Ringette Canada is the national sport organization that governs, promotes, and leads the development of ringette	To be the world leader in growing ringette	<ul style="list-style-type: none"> <li>● <b>Innovation</b></li> <li>● <b>Collaboration</b></li> <li>● <b>Accountability</b></li> <li>● <b>Respect</b></li> <li>● <b>Excellence</b></li> </ul>	We are proud members of True Sport and adhere to the <a href="#">True Sport principles [pdf]</a>

[Ringette Canada Strategic Plan \[pdf\]](#)

### Qualifications to be a Director-at-Large

Effective board members will be those whose life, work experience and background equip them to contribute in a meaningful way to setting Ringette Canada’s strategic direction and priorities, evaluating and adopting appropriate policies, overseeing financial performance relative to expectations, and delegating operational responsibilities to others while holding them accountable for achieving results while complying to policy.

### Director Mandatory Requirements

- Be at least 18 years old
- Be a resident of Canada

- Not have been declared incapable by a court in Canada or in another country
- Not be of bankrupt status
- Not be a director, officer, or committee member of a ringette association other than Ringette Canada
- Not be an employee of a ringette association or Ringette Canada

### **Director Competencies Sought**

- previous not-for-profit volunteer experience
- An awareness and understanding of the duties and responsibilities of a governance board director
- A high degree of integrity, honesty, ethical responsibility, and open to diverse opinions and views
- A collaborative, constructive working style
- A strong communication skills

### **Director Specific Competencies**

Directors will be recruited based on their demonstrated ability to contribute significantly to the leadership of Ringette Canada and to ensure that the board has a diverse and varied skill set for optimal decision making. During the screening of the applications a weighted methodology may be used to ensure the composition of the board ideally reflects the specific competencies listed:

- Governance and strategic planning
- Business and corporate experience
- Financial management expertise
- Expertise in amateur sport
- Human resources management

### **Expectations and Commitment**

Members of the Board of Directors should expect to spend approximately 8 hours monthly on board-related activities, more if they hold a position such as President or Chair of a standing committee. The Board meeting cadence is a fall and winter in-person meeting, held over a weekend, with another 4-5 virtual meetings, held on weeknights. In the fall timeframe, the board calendar of meetings is set for the upcoming year.

Committees form a critical role in governance activities and can be a rewarding part of the director's board experience as they offer a space for focused work, teamwork

and learning. There are three standing committees of the board, the Governance & Ethics, Nominations, and Audit & Risk committees. Other committees and workgroups exist to meet specific requirements such as Strategic Planning, Human Resources and Risk Management. Directors are strongly encouraged to participate in committees and should expect to commit approximately 40 hours annually for each committee. All significant policy proposals pass before these committees for review and discussion before presentation to the full board. Committee meetings are generally held virtually on weeknights.

Some roles, such as the role of President or chair of a standing committee, will from time to time require engagement during business hours and candidates for these roles should have this flexibility in their schedule.

Briefing materials are distributed one week in advance of the meeting and members are expected to have read and considered the material in advance of the meeting.

Expect Board meetings to have a variety of topics on the agenda. Current topics include:

- Monitoring of Ringette Canada's key performance indicators in conjunction with the Ringette Canada Strategic Plan
- Review of policies (typically reviewed and updated every three years)
- Growth of ringette throughout Canada
- Review and monitoring of Ringette Canada's financial statements
- Alignment of ringette in Canada
- Adherence to Sport Canada Safe Sport requirements
- Support to the Executive Director regarding human resource issues and any board-level challenges

## **Governance of Ringette Canada**

The Ringette Canada Board of Directors is a "policy" or "governance" board, focused on establishing strategic direction, adopting appropriate policies, and applying effective oversight to ensure the organization is advancing effectively toward its goals. Daily operation of Ringette Canada is the responsibility of the full-time Executive Director who reports to the Board of Directors. The Executive Director and Ringette Canada staff work with Provincial Partners, committees, and others to achieve the organization's objectives while complying with the established policy framework.

The Member-elected Board of Directors is composed of the President, seven (7) directors-at-large and one (1) athlete director.

## **Roles, Responsibilities & Powers**

Under the By-laws the powers of board members are general:

- Establish and regulate committees

- Direct and evaluate the performance of the Executive Director
- Exercise financial control of the affairs of Ringette Canada
- Prescribe such fees and assessments on Members and participants as it may deem necessary
- Receive and act upon complaints registered by Members and participants
- Make policies, procedures, rules and regulations to manage the affairs of Ringette Canada
- Employ or engage under contract, people who will carry out the work of Ringette Canada
- Perform any other duties from time to time as may be in the best interests of Ringette Canada.

### **Remuneration**

Directors receive no financial compensation for their participation, however, are entitled to be reimbursed for travel and other expenses incurred in the course of engaging in their role as a director.