



## **Terms of Reference Nomination and Election Committee**

### **Overview**

1. These Terms of Reference describe the purpose, scope and authority of Volleyball Canada's Nomination and Election Committee. These Terms of Reference outline clear and specific information on how the Committee is organized, what it is trying to achieve, its decision-making authority and deliverables, who the members are, and when they meet.

### **Authority and Mandate**

2. The Nomination and Election Committee leads recruitment, evaluation and succession planning for the Board of Directors.

### **Membership**

3. The committee shall be composed of at least three (3) and not more than five (5) members. No committee member can be a current Director seeking re-election or an individual seeking election during the current cycle.
4. The Chair of the Board shall appoint the Chairperson of the Committee.
5. The Chairperson shall appoint the other committee members in consultation with the Chair of the Board.
6. The Chairperson will be appointed for a two-year term. Other Committee members will be appointed for a term of one year, unless otherwise decided by the Chairperson.
7. The Board may replace the Chairperson of the Committee at any time. The Chairperson may remove any member of the Committee at any time and fill any vacancy at their discretion.
8. The Chief Executive Officer shall be an ex-officio and non-voting member of the committee.

### **Conflict of Interest**

9. Any member with a potential conflict of interest shall declare such conflict when they are appointed to the Committee and at the start of any meeting at which they may be conflicted on a topic for discussion. An individual will recuse themselves from any discussion when they are in conflict.
10. Conflict of Interest will remain a standing item for all meetings.

### **Duties and Responsibilities**

11. Members of the Committee will act honestly and in good faith.
12. The Committee will:
  - a. Review and adhere to the Terms of Reference approved by the Board of Directors.
  - b. Operate in a manner that is transparent and open.
  - c. Develop matrix of skill and experience existing on the Board and identify any gaps.
  - d. Draft and lead the call for nominations based on the gaps and needs of the board of directors.
  - e. Ensure candidates meet the qualifications to serve as a Director and are able to fulfil all requirements.
  - f. Produce a report to Active Members on those individuals who are nominated and endorsed by the Committee. Report will include the Board skills matrix so Active Members may make an informed decision.
  - g. Oversee all aspects of the election procedure leading up to and at the Annual General Meeting.
  - h. Where appropriate, work with Directors to identify individuals for future nominations.



- i. From time to time, have additional duties may be delegated to the Committee by the Board of Directors.
- j. Suggest updates to these Terms of Reference to the Board

### **Procedures**

- 13. The Committee shall keep minutes of the discussion that will be included with its findings and recommendations.
- 14. The Committee shall meet as required or as necessary at the discretion of the Chairperson via conference call/web conference or in-person.
- 15. The Chairperson is required to call a meeting of the committee if requested to do so by:
  - a. Any committee member
  - b. The Chair of the Board of Directors
  - c. The Chief Executive Officer
- 16. The Chairperson shall distribute the agenda to committee members at least 24 hours in advance of a scheduled meeting. The agenda shall include the following items:
  - a. Approval of the agenda
  - b. Approval of the minutes from the previous meeting
  - c. Declaration of Conflict of Interest
  - d. Ongoing business
- 17. Quorum will be a majority of the committee members.

### **Reporting**

- 18. The committee submit regular reports to the Board.
- 19. When the Board requires the Committee to make a decision or take a position on a matter, the Committee will make its decision or determine its position by majority vote of the Committee's members.
- 20. The committee will record minutes of all meetings

### **Review**

- 21. The Board of Directors shall review the Terms of Reference annually.

### **Approval**

- 22. These Terms of Reference were approved by the Board of Directors on January 19, 2021.