



Terms of Reference Nominations and Elections Committee

Mandate

- 1 The Nominations and Elections Committee is a Board Committee of Volleyball Canada that is responsible for leading recruitment, evaluation and succession planning for the Board and for overseeing Volleyball Canada elections.

Authority

- 2 The Committee will exercise its authority in a manner that is consistent with:
 - a. all applicable legislation, government policy and initiatives;
 - b. Volleyball Canada's Articles, by-laws, and policies;
 - c. Volleyball Canada's Strategic Plan, Vision, Mission and Values; and
 - d. these Terms of Reference.
- 3 The Committee may form sub-committees as needed.

Composition

- 4 The Committee will have a minimum of three and a maximum of five members.
- 5 The Chair of the Board will appoint the Chairperson of the Committee. The Chairperson will be appointed for a two year term.
- 6 The Board will, on recommendation of the Chair of the Board and in consultation with Chairperson, appoint the other Committee members, one of whom has to be a Director who is not up for re-election. Committee members will be appointed for a one year term.
- 7 Generally, the Chairperson and Committee members will not serve on the Committee for more than six consecutive years; however, they may serve for a longer period of time in exceptional circumstances.
- 8 The Chair of the Board, in consultation with the Chairperson, may remove a Committee member, and fill any vacancy on the Committee.
- 9 The Chair of the Board and the CEO are ex-officio nonvoting members of the Committee.
- 10 Notwithstanding any provision in these Terms of Reference, the Board may appoint, replace or remove the Chairperson or a Committee member.



Responsibilities

11 The Committee will:

- a. review and adhere to these Terms of Reference;
- b. operate in a manner that is open and transparent;
- c. develop a matrix of skills 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;
- e. ensure candidates meet the qualifications to serve as a Director and are able to fulfill all of the requirements;
- f. produce a report to Members on those individuals who are nominated and endorsed by the Committee. The report will include the Board's skills and experience matrix so Members can make an informed decision;
- g. oversee all aspects of the election procedure leading up to and at the Annual Meeting;
- h. where appropriate work with the Directors to identify individuals for future nominations; and
- i. perform additional tasks assigned to the Committee by the Board.

Good Faith

12 Members of the Committee will act honestly and in good faith.

Conflict of Interest

13 All Committee members will declare any conflicts of interest when they are appointed or at the beginning of a committee meeting, as appropriate. Committee members may not be involved in any decision where they have or could be perceived to have a conflict of interest.

Diversity Equity and Inclusiveness

14 Volleyball Canada is committed to encouraging diversity, equity and inclusion in the administration of its policies, programs and activities and will work to provide under-represented groups with an equitable range of opportunities to participate on its committees.



Meetings

- 15 The Committee will meet by telephone, video conference or in person, as required, and at the discretion of the Chairperson.
- 16 A quorum will be a majority of the members of the Committee.

Reporting

- 17 The Committee will keep a record of all of its recommendations.
- 18 The Committee will submit regular reports to the Board through the CEO, and it will report to the Members at the Annual Meeting by way of a written report prepared by the Chairperson.

Resources

- 19 The Committee will have access to resources from Volleyball Canada to fulfill its responsibilities as approved by the CEO.

Review

- 20 The Committee and Board will review these Terms of Reference annually.

Approval

- 21 The Board approved these Terms of Reference on 23 May 2024.